

## GENERAL BY-LAW NUMBER 3

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:

"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;

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

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

“Code of Conduct” means the Code of Conduct Governance Policy approved 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*;

“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;

“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;

“Vice-Principal & Academic Dean” means the individual appointed as such by the Principal in accordance with relevant policy;

“Vice-Principal Finance & Support Services” means the individual appointed as such by the Principal in accordance with relevant policy; and

“Vice-Principal Enrolment Services & Strategic Partnerships” means the individual appointed as such by the Principal in accordance with relevant policy.

## **ARTICLE TWO PURPOSE STATEMENT**

### 2.01 Statement of Purpose

The purpose of King's University College 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 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. There will be a Board policy identifying the individuals who will be appointed to have signing authority.

### 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.

### 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 Letters Patent of King's University College. Any Board Policy or Governance Policy approved by the Board is subject to this By-law.

## **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 sixteen (16) of which there shall be thirteen (13) voting Directors who shall be elected by the voting Members, two (2) voting Directors nominated by the Bishop of the Diocese of London, one (1) of whom shall preferably be a pastor in the Diocese of London, one (1) of whom shall be a representative of St. Peter's Seminary, and one (1) *ex officio* voting Director.

### 4.02 Ex Officio Voting Director

The Directors of King's University College shall include the following person who is a Director 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.

#### 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 Vice-Principal & Academic Dean;
- (3) the Vice-Principal Finance & Support Services;
- (4) the Vice-Principal Enrolment Services and Strategic Partnerships;
- (5) a member of the Board of Governors of the University of Western Ontario, as appointed by such Board;
- (6) the President of King's University College Students' Council, or designate, as appointed by the Executive Council of Students' Council;
- (7) two (2) members of the faculty of the College as appointed by the College Council;
- (8) one (1) member of non-academic staff of the College as appointed by the College Council;
- (9) one (1) professional officer of the College as appointed by the College Council;  
and
- (10) 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 approximately 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.) 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. In extraordinary circumstances and when maintaining continuity is necessary, a Director may receive a one-year extension beyond the six (6) year limit.

The term of Board Chairs and Vice-Chairs can be extended by up to two (2) years beyond the six (6) year, two (2) term limit.

#### 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;
- (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.

#### 4.06 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 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 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.

#### 4.08 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.

#### 4.09 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*. Procedures for *in camera* meetings shall be defined in the Board's Governance Policies.

#### 4.10 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. Special meetings at the call of four (4) Voting 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.

#### 4.11 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.

#### 4.12 Place of Directors' Meetings

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

#### 4.13 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.

#### 4.14 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).

#### 4.15 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. There shall be a Governance Policy that will provide clear direction for handling conflicts of interest.

#### 4.16 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.

#### 4.17 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 to serve the best interests of King's University College; 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 Letters Patent and by-laws of King's University College.

### **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, except for the Chair, 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 fulfill the following acts and duties as per the Board Governance Policies:

- (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 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 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 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 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 contract of employment with the Principal, the Board shall establish the Principal's authority to act, and shall monitor the Principal's performance within the established limitations and requirements.

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

### 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 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; 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 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; 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 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.

#### 5.09 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. 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, or 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 and shall not be entitled to attend at such meetings.

#### 7.02 Appointment of 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 Term for Voting Members

The term for the Voting Members of King's University College shall be three (3) years. The Voting Members of the Corporation shall be appointed by the Bishop and shall retire in rotation so as to try to ensure that approximately one-third ( $\frac{1}{3}$ ) of the Voting Members' terms expire on an annual basis.

A person will normally be appointed as a Voting Member for not less than two (2) terms (i.e. six (6) years.) Upon appointment, a Voting Member will be expected to make himself or herself available to act as such for a period of not less than six (6) years. In extraordinary circumstances and when maintaining continuity is necessary, at the discretion of the Bishop of the Diocese of London, a Voting Member may receive a one-year extension beyond the six (6) year limit.

### 7.04 Non-Voting Members

All Directors shall be Non-Voting Members of the Corporation. A Voting Director cannot serve simultaneously as a Voting Member. A Voting Director appointed as a Voting Member ceases to be a Director.

## **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. 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 motion fails.

### 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 Board shall have authority to establish committees and to provide the terms of reference for each committee and to appoint the chair of each committee, who shall be a voting Director.

### **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 Section 8.11(1) of the By-law, 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 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.

**ORDINANCES**  
**ISSUED BY**  
**CANADIAN CONFERENCE OF CATHOLIC BISHOPS**  
**IN VIEW OF**  
**THE CORRECT APPLICATION**  
**OF THE APOSTOLIC CONSTITUTION**  
***EX CORDE ECCLESIAE***

**PREAMBLE**

From earliest times, the Roman Catholic Church in Canada has sought to provide opportunities for higher education for indigenous peoples and Catholic settlers. In successive generations, clergy, religious and laity have joined together to promote and to preserve this precious educational legacy. Public demand—by Catholics and others—for the services provided by Catholic postsecondary institutions remains high.

The Church's universal interest in higher education continues to thrive and find expression in the particular history of Catholic colleges and universities in Canada. Canadian society clearly values such contributions to the well-being of society, which finds expression in the level of financial support offered by most public constituencies as well as privately.

As the number of those seeking higher education seems destined to continue to increase in coming decades and with educational possibilities being made available to the poor, older persons and others, Canadian Catholic institutions of higher learning are poised to meet the needs of society and the Church. Linking faith and reason in tertiary level education stands to benefit not only society at large, but the Church's mission too by the education and formation of youth in the faith, theological reflection on pressing cultural issues and the training of laity to fulfill of roles of special service in the Church (in such fields as catechetics, pastoral care of the sick and imprisoned, the good management of parishes, etc).

**Catholic Educational Institutions in Canada**

Catholic universities and university colleges in Canada operate in a complex organizational, legal, and cultural situation, which shapes their educational opportunities and activities, whether these institutions are "free-standing" universities or university

colleges formally related to a parent institution. A few of Canada's Catholic colleges and universities are free-standing institutions in the sense that they have no formal relationship with a secular provincial university; the remaining colleges are federated or affiliated with a constituent university, which is part of a provincial university. Some of these institutions offer an extensive range of academic disciplines, whereas others offer programs and courses principally in more traditionally defined Catholic areas, such as religious education, philosophy and the like. The Catholic culture, intellectual tradition, and attendant spiritual issues of each institution will be addressed within the framework in which it exists and will do so through its courses, its chaplaincy, and the Catholic ambiance that all members of the academic community will endeavour to maintain and develop (*ECE*, Nos. 13-14; Art. 2 § 4; Art. 4 § 1).

## **Jurisdiction of the Provinces in Matters of Education**

In accordance with constitutional arrangements, education in Canada falls within the jurisdiction of the provinces. Provinces regulate the number and kinds of universities by the granting of charters, by determining the essentials of the acts of incorporation, and by providing the major part of the funding. Canadian Catholic colleges and universities have a religiously pluralistic student body.

## **Standards of Accepted University Practice**

Catholic institutions, reflecting the Catholic traditions of excellence and of openness to a diversity of cultures, follow the standards of accepted university practice and norms, which have been adopted in Canada, including respect for the linguistic rights and cultural aspirations of Canadians.

In addition, as part of a provincial university, federated and affiliated universities and colleges usually use the curriculum requirements and academic regulations established by the senates and legislative bodies of the constituent university.

## **Canadian System of Universities**

Canada has a highly developed and diversified system of universities, which fosters academic excellence and professorial professionalism. Catholic institutions strive to adhere to these standards, which guarantee a high level of professional competence at the university level (*ECE*, No. 37; Art. 7).

## **Role of Ecclesiastical Authorities**

In order then to fulfill his pastoral role and to ensure that the institution preserve its Catholic identity, the diocesan bishop or other competent ecclesiastical authority should, in consultation and cooperation with the appropriate university and college authorities, establish forms of their ongoing collaboration. Such collaboration is not only an ideal, but it is also a time-honored Canadian practice. By and large, internal university and

college administrative authority is legally entrusted to lay boards of trustees on which there tends traditionally also to be both a Roman Catholic and clerical presence.

To facilitate dialogue and planning on matters of mutual interest, in 1985 the various heads of Catholic Universities and University Colleges in Canada established the Association of Catholic Colleges and Universities in Canada (ACCUC).

For its part, the Canadian Conference of Catholic Bishops acknowledges its right and duty to promote Catholic universities and colleges, as well as to foster their excellence through pastoral leadership and public signs of support. By their Catholic character, these institutions must keep in close link with the country's bishops and, in a manner appropriate to their intellectual purpose, take their part in the Church's common mission, in particular as regards the task of evangelization, the development of mature faith and moral discernment, as well as dialogue of the faith with contemporary culture (*ECE*, Nos. 43-49).

**ORDINANCES**  
**FOR THE IMPLEMENTATION**  
**OF THE**  
**APOSTOLIC CONSTITUTION**  
***EX CORDE ECCLESIAE***

**Art. 1 – The Nature of these Ordinances**

**§ 1** - These Ordinances are applicable to all Catholic universities, university colleges, and other institutions of postsecondary education within the territory of the Canadian Conference of Catholic Bishops, contrary particular laws, customs, or privileges notwithstanding.

**§ 2** - The General Norms of the Apostolic Constitution as well as the present ordinances are to be made known to respective university or college Boards of Governors.

**§ 3** - The Norms of the Apostolic Constitution are to be annexed to the statutes, bylaws or comparable documents of the institution.

**§ 4** - It pertains to the competent ecclesiastical authority to see to the application of the present ordinances, particularly that relating to the preservation of the Catholic

character of the colleges and universities, taking into account the statutes of the institution and, as far as possible and appropriate, the civil legislation that governs it.

## **Art. 2 – The Nature of a Catholic University**

In virtue of its Catholic institutional commitment and in accordance with the provision of *Ex Corde Ecclesiae*, Art. 2, § 3, each Catholic university or college shall have a mission statement or some other public document, prepared in consultation with the competent ecclesiastical authorities, and which will identify:

- 1) the Catholic identity of the institution;
- 2) its educational purpose;
- 3) its institutional philosophy.

## **Art. 3 – The Establishment of a Catholic University**

**§ 1** - Any official request aiming at the establishment of a Catholic university or college, whether it comes from a private person or from a secular or ecclesiastical juridical person, must be submitted to the bishop of the diocese where the institution has its registered office.

1) This request will include:

- the motives that support the recognition of the university or college as a Catholic institution;
- its financial resources;
- its academic programs;
- its institutional policies as regards the faculty and the student body;
- the ways by which the institution intends to fulfill the Norms of the Apostolic Constitution and the present ordinances.

2) To this request will be added:

- the text of the statutes;
- the text of its mission statement;
- a list of the members of the teaching staff;

- a description of the library and an indication of financial resources intended for its development;

- the advice of the ACCUC concerning the proposed establishment.

**§ 2** - If such a request is presented to a meeting of bishops of the same civil province, it cannot be accepted without the prior agreement of the local bishop where the head office of the university is located.

## **Art. 4 – The University Community**

**§ 1** - The specific duties that stem from the Catholic identity of the institution shall be made known to Catholic and non-Catholic appointees at the time of hiring. All are expected to promote, or at least respect, the Catholic character and tradition of the institution as articulated in its mission statement (*ECE*, Art. 4 § 2).

**§ 2** - For this purpose, administrative personnel and faculty will receive a copy of the institution's mission statement, a statement of its institutional philosophy, and the academic calendar, which articulates the ethics of the institution.

**§ 3** - In order to maintain and safeguard their freely chosen identity, Catholic universities and colleges set out clearly in their official documentation their Catholic character and implement in practical terms their commitment to the elements of Catholic scholarship, of which academic freedom is an essential component. Other activities include a duty to serve others, particularly the poor, underprivileged and vulnerable members of society, to provide courses for students on Catholic moral and religious principles and their application to critical issues such as human life and other issues of social justice, to care pastorally for students, faculty, administration and staff, to create a campus culture and environment that is expressive and supportive of a Catholic way of life.

**§ 4** - Catholic postsecondary educational institutions shall ensure the availability of courses that will assist students in the deepening of their knowledge of the Roman Catholic tradition and in developing their capacity for sound moral discernment. Catholic theology shall be given an important place in programs (*C.I.C.* 811; *ECE*, No. 19, Art. 4 § 5). **§ 5** - These institutions shall strive to recruit teachers with acknowledged pedagogical skills, exemplary character and appropriate academic preparation, providing for the appointment of teachers who are outstanding in their integrity of doctrine and probity of life. **§ 6** - In accordance with its procedures for the hiring and retention of professionally qualified faculty, the university or college should strive to appoint Catholics who are committed to witness to the faith as professors and senior administrators, so that, to the extent possible, those committed to the witness of the faith will constitute a significant number. All professors are to exhibit not only academic competence but exemplary character as well. A faithful reception of Catholic doctrine and morals in research and teaching is expected of Catholic teachers and at least

respect for the same on the part of non-Catholic personnel. When these qualities are found to be lacking, the college or university statutes are to specify a just and fair process to remedy the situation and meet the expectations set out in this Article (cf. C.I.C., can. 810 § 1). **§ 7** - Catholic faculty members who teach Catholic theological disciplines are obliged by canon law, and they are expected to obtain the appropriate mandate from the diocesan bishop (C.I.C., can. 812). **Art. 5 - The Catholic University within the Church**

**§ 1** - The duty of vigilance mentioned in the *Code of Canon Law* (can. 810 § 2) and in the Apostolic Constitution (*ECE*, General Norms, 4 § 1; 5 § 2) is fulfilled by the diocesan bishop or by the diocesan bishops concerned who have recognized the institution. In the case of the universities mentioned in Art. 3 § 2 of the Apostolic Constitution, this duty is fulfilled, with due regard for canons 586 and 678, by the diocesan bishop and by the diocesan bishops concerned.

**§ 2** - At the level of formal communication, the statutes will determine how the ecclesiastical authority will be kept informed on the functioning and progress of the institution (in conformity with what is established in Art. 5 § 3 of the Apostolic Constitution *ECE*).

**§ 3** - The competent ecclesiastical authority and the university or college authority are to observe approved procedures for the resolution of conflicts on matters of church law or doctrine. Whenever possible, disputes about church doctrine should be resolved in an informal manner (cf. C.I.C., can. 1733). At times, the resolution of such matters may benefit from doctrinal dialogue.

## **Art. 6 – Pastoral Ministry**

**§ 1** - Each university and college shall provide chaplaincy services to meet the pastoral needs of the academic community (*ECE*, Nos. 38-42; Art. 6 § 1).

**§ 2** - After presentation of the candidate's name by the college or university authority, the diocesan bishop appoints a priest or cleric to the office of chaplain. In accord with established customs, laypersons are appointed to campus ministry (*C.I.C.*, can. 813; *ECE*, Art. 6 § 2). Campus ministers who are members of religious institutes or societies of apostolic life additionally must be recommended by their major superior.

## **Art. 7 – Cooperation**

**§ 1** - Catholic institutions should strive to cooperate among themselves through the Association of Catholic Universities and Colleges in Canada as well as with ecclesiastical faculties and seminaries that may not be members and with other Catholic and ecclesiastical universities and faculties elsewhere. Also commended is the participation of Catholic institutions and personnel with their state and private peers in professional societies.

**§ 2** - In collaborating with governmental agencies, regional associations and other universities, whether public or private, Catholic universities should give corporate witness to and promote the Church's social teaching and its moral principles in areas such as the fostering of peace and justice, respect for all human life, the eradication of poverty and unjust discrimination, the development of all peoples and the growth of human culture.

**§ 3** - Catholic universities should commit themselves to cooperate in a special way with other Catholic universities, institutions and professional associations in Canada and abroad to build up the entire Catholic academic community.

## **Conclusion**

These ordinances for the implementation of the Apostolic Constitution *Ex Corde Ecclesiae* were approved by the Canadian Conference of Catholic Bishops as of 17 October 2003, in accordance with Art. 1 § 2 of the General Norms of the Constitution; they were reviewed by the Apostolic See on 18 August 2004, with the *nihil obstat* for the French-language version confirmed on 11 December 2004.