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THE SENECA COLLEGE OF APPLIED ARTS AND TECHNOLOGY

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of THE SENECA COLLEGE OF APPLIED ARTS AND TECHNOLOGY

BE IT ENACTED AND IT IS HEREBY ENACTED as by-law of THE SENECA COLLEGE OF APPLIED ARTS AND TECHNOLOGY as follows:

DEFINITIONS AND INTERPRETATION

1. **Definitions:** In this by-law, the following terms have the following meanings:
 - (a) **“Academic Staff Governor”** means, if elected, the academic staff member elected to the Board by the academic staff group, who may serve for a term not to exceed three (3) years and who shall not serve for more than six (6) years consecutively;
 - (b) **“Act”** means the *Ontario Colleges of Applied Arts and Technology Act, 2002* (Ontario);
 - (c) **“Administrative Staff Governor”** means, if elected, the administrative staff member elected to the Board by the administrative staff group, who may serve for a term not to exceed three (3) years and who shall not serve for more than six (6) years consecutively;
 - (d) **“Appointed Governors”**, who cannot be employees or students of a college of applied arts and technology, shall be:

- (i) four (4) individuals who are appointed by the Lieutenant Governor in Council; and
 - (ii) eight (8) individuals who are appointed by the members of the Board holding office at the time of the appointment;
 - (e) **“Board”** means the Board of Governors of the College, comprised of the Governors and the President;
 - (f) **“Chair”** means the Chair of the Board;
 - (g) **“College”** means The Seneca College of Applied Arts and Technology;
 - (h) **“Elected Governor(s)”** means, collectively, the Academic Staff Governor, the Administrative Staff Governor, the Support Staff Governor and the Student Governor;
 - (i) **“Governors”** means, collectively, the Appointed Governors and the Elected Governors;
 - (j) **“President”** means the President of the College;
 - (k) **“Regulations”** means the Regulations made under the Act;
 - (l) **“Student Governor”** means, if elected, the student elected to the Board by the students, who may serve for a term not to exceed two (2) years and who shall not serve for more than four (4) consecutive years;
 - (m) **“Support Staff Governor”** means, if elected, the support staff member elected to the Board by the support staff group, who may serve for a term not to exceed three (3) years and who shall not serve for more than six (6) years consecutively; and
 - (n) **“Vice-Chair”** means a Vice-Chair of the Board.
2. **Interpretation:** In this by-laws and in all other by-laws and special resolutions of the College hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and reference to persons shall include firms and corporations. Whenever reference is made in this by-law to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section, as the case may be. The headings in this by-law are solely for convenience and are not to be used as an aid in the interpretation of this by-law.

HEAD OFFICE

3. The Head Office of the College shall be Newnham Campus in the City of Toronto, in the Province of Ontario and at such place therein as the Board may from time to time determine.

SEAL

4. The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the College.

BOARD OF GOVERNORS

5. **Size and Constitution of the Board:** Unless and until changed by by-law, the affairs of the College shall be managed by a Board which shall be comprised of up to seventeen (17) Governors, twelve (12) of whom shall be Appointed Governors, up to four (4) of whom shall be Elected Governors, and the President (who for the purposes of the Regulations shall be regarded as the “President of the College”) and who shall be an *ex officio* voting member of the Board.
6. **Qualifications of Governors:** The following individuals are disqualified from being a Governor:
 - (a) an individual who is less than 18 years of age; or
 - (b) an individual who has the status of a bankrupt.
7. **Vacancies:** Vacancies on the Board, however caused, shall be filled in the manner included in the by-law and provided for in the policies. The term of the person appointed to fill a vacancy shall commence upon such appointment and terminate at the end of the term of the person whose departure caused the vacancy.
8. **Resignations:** A Governor may resign upon submission of a written letter of resignation to the Corporate Secretary which becomes effective on the date the submission is accepted by the Board.
9. **Meetings of the Board**
 - (a) **Quorum:** Consistent with the Regulations, quorum shall be a simple majority of the members of the Board.
 - (b) **Place of Meeting:** Except as otherwise required by-law, the Board may hold its meetings at such place or places as it may from time to time determine.
 - (c) **Schedule of Meetings:** The Board may appoint a day or days in any month or months for regular meetings of the Board at an hour to be named and in respect of such regular

meetings, no notice need be given to the Governors, but notice of the days and times will be published on the College's public website not less than seven days before the first monthly meeting in the fall of each academic year.

- (d) Unscheduled Meetings: Meetings of the Board, other than those referred to in Section 9(c), may be formally called by the Chair (or a Vice-Chair in the absence of the Chair) or by the Corporate Secretary on the direction of the Chair or a Vice-Chair, as the case may be, or by one-third of the Board upon notice in writing to the Corporate Secretary.
- (e) Notice of Meeting: Notice of a meeting called pursuant to this Section 9(d) shall be delivered, telephoned or sent by electronic mail to each member of the Board not less than one (1) day before the meeting is to take place or shall be mailed to each member of the Board not less than five (5) days before the meeting is to take place. Notice of all such meetings shall be given to the public by posting of a notice on the College's website concurrently with the giving of notice to the members of the Board. The Board may consider or transact any business, either special or general, at any meeting of the Board.
- (f) Errors in Notice: No error or omission in giving such notice of a meeting of the Board shall invalidate such meeting or invalidate or make void any such proceedings taken or had at such meeting and any member of the Board may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.
- (g) In Camera Meetings
 - (i) The Board may conduct part of its meetings in camera as concerns:
 - (A) such matters as individual personnel matters, labour relations, real and personal property transactions, litigation in which the College is involved and other matters which by their nature require confidentiality so as to preserve the best interests of the College; and
 - (B) matters of a personal nature concerning an individual unless such individual requests, and the Board agrees, that the matter may be discussed in public.
 - (ii) The Appointed Governors may conduct part of Board meetings in camera to discuss the President's performance review.
 - (iii) All members of the Board participating in an in camera session shall keep all information, discussions and proceedings arising at such in camera session strictly confidential.

- (h) Voting: Questions arising at any meeting of the Board shall be decided by a simple majority vote of the members of the Board present. In the case of an equality of votes (except an equality of votes cast with respect to the election or appointment of Officers), the Chair, in addition to the Chair's vote, shall have a second or casting vote. A declaration by the Chair of the result of a vote on a resolution shall constitute evidence of such result in the absence of the demand for a ballot. If demanded by a simple majority of the members of the Board present, a vote shall be conducted by ballot.
- (i) Adjournments: Any meeting of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Such adjournment may be made notwithstanding that no quorum is present. In the event of an adjournment to a future date, notice of the rescheduled meeting shall be given in the same manner as provided in Section 9(e).
- (j) Participation by Electronic Means: Meetings of the Board may be held by means of such telephone, electronic, or other communication facilities as will permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a member of the Board participating by such means shall be deemed to be present at that meeting and shall be counted for all purposes, including quorum.

10. **Powers of the Board:**

- (a) The Board shall oversee the direction and management of the College.
- (b) The Board may make or cause to be made, in the College's name any kind of contract which the College may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all other acts and things as the College is authorized to exercise and do, as provided by any applicable law.
- (c) Without in any way derogating from the foregoing, the Board is expressly empowered from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of securities of any kind, lands, buildings, and other property movable or immovable, real or personal, or any right or interest therein owned by the College for such consideration and upon such terms and conditions as it may deem advisable.
- (d) Subject to the provisions of the Regulations and this by-law, the Board shall have the power to adopt policies and procedures to regulate its proceedings and affairs, as it sees fit from time to time.

11. **Remuneration of Governors:** The Governors shall serve as such without remuneration and no Governor shall directly or indirectly receive any profit from the Governor's position

as such; provided that a Governor may be paid reasonable expenses incurred in the performance of such Governor's duties.

CONFLICT OF INTEREST OBLIGATIONS

12. **Paramourncy of Minister's Binding Policy Directive:** The Board shall comply with the Minister's Binding Policy Directive on Conflict of Interest issued under the Act (the "**Policy Directive**"). Should any provision in these sections dealing with conflict of interest obligations be in conflict with Policy Directive or any further Policy Directives issued by the Minister, the conflicting provision shall be ineffective to the extent of such conflict without invalidating the remaining provisions of this section. Notwithstanding the above, any provisions of this section that exceed the minimum requirements contained in the Policy Directive are not in conflict with such and shall remain in force. For the purpose of this section, the President shall be deemed to be an Elected Governor.

13. **Definitions:**
 - (a) "**Actual conflict of interest**" means a situation where a Governor has a private or personal interest that is sufficiently connected to the Governor's duties and responsibilities as a Governor that it influences the exercise of these duties and responsibilities.
 - (b) "**Perceived conflict of interest**" means a situation where reasonably well-informed persons could properly have a reasonable belief that a Governor has an actual conflict of interest, even where that is not the case in fact.
 - (c) "**Potential conflict of interest**" means a situation where a Governor has a private or personal interest that could influence the performance of the Governor's duties or responsibilities, provided that the Governor has not yet exercised that duty or responsibility.

14. **Standard of Conduct**
 - (a) Governors of the Board are expected to act honestly and uphold the highest ethical standards.
 - (b) Governors of the Board are obligated to perform their official duties and conduct themselves in a manner that will bear the closest public scrutiny because colleges are part of the broader public sector and are subject to greater public scrutiny than private organizations.
 - (c) Governors of the Board shall not have private interests (other than those permitted pursuant to the Minister's binding policy directive, or applicable laws, or statutes) that would be affected particularly or significantly by college decisions or actions in which they participate as governors.

- (d) When appointed, Governors of the Board must arrange their private interests to prevent conflicts of interest. If a conflict does arise between the private interests of a Governor and the official duties of that individual, the conflict shall be resolved in favour of the public interest.
- (e) Each Governor (regardless of how the Governor becomes a member of the Board) has a responsibility first and foremost to the welfare of the College and must function primarily as a member of the Board, not as a member of any particular constituency.
- (f) All Governors shall annually complete the Annual Attestation Agreement.

COMMUNICATIONS

15. **Channels of Communication:** Governors requiring information regarding College matters in furtherance of performing their duties as Governors, such as academic, personnel or financial information relating to College operations, shall direct requests for such information, in writing, to the Chair, or in the Chair's absence, a Vice-Chair or the President. Governors shall adhere to all policies adopted by the Board from time to time regarding communications unless otherwise agreed upon.

REMOVAL OF GOVERNORS

16. **Removal of Elected Governor:** The Board may remove an Elected Governor from the Board by a resolution of the Governors if the Elected Governor:
- (a) has failed to attend, without leave of the Board:
 - (i) at least 50% of the regular meetings of the Board in any 12 month period or 3 successive meetings of the Board;
 - (ii) at least 50% of the regular meetings of the Committee(s) upon which such Elected Governor serves in any 12 month period or 3 successive meetings of such Committees;
 - (b) has neglected or refused to participate on Board committees and/or to contribute to effective discussion and decision making at the Board;
 - (c) has failed to comply with the conflict of interest provisions set out in Sections 12 through 14 inclusive (which sections incorporate by reference the Policy Directive);

- (d) has failed to maintain the confidentiality of any and all information, discussions, or proceedings at in camera sessions of the Board;
 - (e) has failed to meet the Standard of Conduct for Governors referenced in Section 14;
 - (f) has, in the opinion of the Board, committed one of the following grounds of misconduct and in consequence would, if such Governor were to continue as a member of the Board, adversely affect the image and/or operations of the Board or of the College:
 - (i) harassment (including activities that would constitute harassment under College directives);
 - (ii) violence and sexual violence (including activities that would constitute violence under College directives);
 - (iii) conviction of a criminal offense;
 - (iv) conduct unbecoming of a member of the Board; and
 - (v) discrimination as defined under the Ontario Human Rights Code (including activities that would constitute discrimination under College directives); and
 - (g) has failed to observe to comply or has refused or is unable to comply with, the provisions of the Standard of Conduct, Section 14
17. **Investigation:** If it is brought to the attention of the Board that there are grounds for removal of an Elected Governor in accordance with Section 16, the Board may appoint an investigator to inquire into the circumstances of the violation before proceeding to a vote on a resolution to remove such Elected Governor. The investigator shall produce a report and it shall be shared with the Elected Governor in question. If deemed necessary, the Chair has the right to suspend the Elected Governor in question during the investigation.
18. **Actions in Lieu of Removal:** In lieu of the removal of an Elected Governor, the Board may decide to take less punitive action (reprimand, request resignation) and/or establish a panel to review the allegations and make a recommendation to the Board.
19. **Removal Procedures:** In the absence of an investigation in accordance with Section 17, prior to the Board voting to remove an Elected Governor, the Chair or a Vice-Chair shall to discuss the matter with such Elected Governor to explain why the removal is being considered and to seek a satisfactory explanation of or solution to the alleged grounds for removal. If the discussions do not result in a satisfactory explanation or solution, the matter shall be brought to the Board in an in camera session, and the Board shall determine by resolution, passed by a simple majority of the votes cast, whether such Elected Governor is to be removed. Such Elected Governor is to be given an opportunity to respond

to the alleged grounds for removal by addressing the Board at the in camera session, but is to refrain from voting.

20. **Removal of Appointed Governors:** With respect to an Appointed Governor, if the Board believes that there exist reasons for justifying the removal of such Appointed Governor, the Board may set those reasons out in a report to the Minister of Advanced Education and Skills Development for referral to the Lieutenant Governor in Council.

OFFICERS

21. **Officers:** There shall be a Chair, one or more Vice-Chairs, a President, a Corporate Secretary, a Treasurer (or in lieu of a Corporate Secretary and a Treasurer a Corporate Secretary/Treasurer) and such other officers as the Board may determine from time to time by resolution (collectively, the “**Officers**”). The Chair and Vice-Chairs shall be elected by the Board from among the Appointed Governors. The other officers (excepting the President who is a member of the Board by virtue of office) need not be members of the Board.
22. **Appointment.** At the June meeting of the Board each year, the Governance and Nominating Committee shall bring forward a recommendation for appointment of the Officers and Committee Chairs requiring annual appointment. Following their appointment by resolution of the Board, the Officers and Committee Chairs will assume their responsibilities on the 1st of September each year. If the Board shall fail to appoint any or all of such Officers by September 1st, the for whom no replacements have been appointed shall continue in office until their successors are appointed except in the case of a Chair or Vice-Chair whose term has expired.
23. **Remuneration:** The Board may, in accordance with, and subject to the obtaining of such approvals as may be required by any applicable statutory provision, fix the remuneration to be paid to Officers.
24. **Removal:** All Officers, in the absence of agreement to the contrary, shall be subject to the removal from that office of the College by resolution of the Board at any time with or without cause.
25. **Duties of Officers:** The duties of the Officers are as follows:
 - (a) **Chair:** The Chair shall be appointed for a two year term from among the Appointed Governors who have previously served as Vice-Chairs, except when there are no such Appointed Governors eligible or willing to serve, in which case the Chair shall be appointed from the Appointed Governors generally. A Chair may not serve as Chair for more than four years consecutively. The Chair shall, when present in person or by telephonic/electronic means, preside at all meetings of the Board. The Chair shall be charged with stewardship of the Board and, together with the President or designate appointed for the purpose and approved by the Board, sign all by-laws of the College and such contracts, documents or instruments in writing

that require the Chair's signature. The Chair shall also have such other powers and duties as may from time to time be assigned to the Chair by the Board or as are incidental to the Chair's office.

- (b) **Vice-Chairs:** One or more Vice-Chairs shall be appointed for a one year term from among the Appointed Governors. A Vice-Chair may not serve as a Vice-Chair for more than four years consecutively. A Vice-Chair shall have such powers and perform such duties as may be assigned to the Vice-Chair(s) by the Board. In the absence or inability to act of the Chair, one of the Vice-Chairs, typically the Vice-Chair with the most seniority as a Vice-Chair, shall be appointed by the Board to perform all the duties and have all the powers of the Chair and if a Vice-Chair, or such other Appointed Governor as the Board may from time to time appoint for the purpose, performs any such duty or exercises any such power, the absence, inability or refusal to act of the Chair shall be presumed with reference thereto.
- (c) **President:** The Board shall appoint a President for such term as the Board may consider appropriate from time to time and delegate to the President the authority to manage and direct the business and affairs of the College, except such matters and duties as by-law must be transacted or performed by the Board, and further to appoint, classify, promote, suspend, transfer, reclassify or remove agents and employees of the College as the President may from time to time decide. The President shall conform to all lawful orders given to the President by the Board and/or by the Chair and shall at all reasonable times give to the Governors or any of them all information they may require regarding the affairs of the College.
- (d) **Corporate Secretary:** The Corporate Secretary shall:
 - (i) be the *ex-officio* clerk of the Board;
 - (ii) attend all meetings of the Board and record, or cause to be recorded, all facts and minutes of all proceedings in the books kept for that purpose;
 - (iii) give, or cause to be given, all notices required to be given to Governors;
 - (iv) shall be the custodian of the corporate seal of the College and of all books, papers, records, correspondence, contracts and other documents belonging to the College which the Corporate Secretary shall deliver up only when authorized by a resolution of the Board to do so; and
 - (v) perform such other duties as may from time to time be determined by the Board.
- (e) **Treasurer:** The Treasurer shall:
 - (i) keep full and accurate accounts of all receipts and disbursements of the College in proper books of account;

- (ii) deposit all moneys or other valuable effects in the name and to the credit of the College in such bank or banks as may from time to time be designated by the Board;
 - (iii) disburse the funds of the College under the direction of the Board;
 - (iv) render to the Board at the regular meetings of the Board or whenever required of the Treasurer, an account of all the Treasurer's transactions as Treasurer, and of the financial position of the College;
 - (v) cooperate with the auditors of the College during any audit of the accounts of the College; and
 - (vi) perform such other duties as may from time to time be determined by the Board.
26. **Other Officers:** The duties of all other Officers shall, subject to the provisions of any applicable statute or regulation, be such as the terms of their engagement call for or the Board or the President requires of them.
27. **Vacancies:**
- (a) If the office of the Chair or Vice-Chair, or one or more of them, shall become vacant, the Board shall, subject to Sections 25(a) and 25(b), appoint one of the Appointed Governors to fill such vacancy.
 - (b) If the office of President, Corporate Secretary or Treasurer, or one or more of them, shall become vacant, such vacancy shall be filled as the Board may appoint
28. **Delegation of Duties of Officers:**
- (a) In the absence or inability or refusal of the Vice-Chair with the most seniority in such Vice-Chair's position to assume the duties specified in Section 25(b), the Board may select the Vice-Chair next in line of seniority or, failing acceptance of such responsibility by all the Vice-Chairs, the Board may select an Appointed Governor from among its number, for the time being, to assume such duties.
 - (b) Notwithstanding any other provision of this by-law, the Board may, if it sees fit, assign the role of Chair to a non-Governor, such as the Corporate Secretary, during the portion of a meeting considering the election/appointment of Officers.
 - (c) Notwithstanding any other provision of this by-law, no person shall serve as the Chair during any part of a meeting considering the election/appointment of Officers or a particular Officer unless such person is ineligible to occupy any such office or

has indicated that such person declines to stand as a candidate for election/appointment to any such office.

PROTECTION OF GOVERNORS AND OFFICERS

29. **Indemnification by College:** Every current and former Governor and Officer, or any individual who acts or acted at the College's request as such, and such persons heirs, estate trustees, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the College, from and against:
- (a) all costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever made, done or permitted by such person in or about the execution of the duties of such person's office; and
 - (b) all other costs, charges and expenses which such person sustains or incurs in or about or in relation to the affairs of the College, except such costs, charges or expenses as are occasioned by such person's own wilful neglect or default.
30. **Limitation of Liability:** No Governor or Officer for the time being of the College shall be liable for the acts, receipts, neglects or defaults of any other Governor or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the College through the insufficiency or deficiency of title to any property acquired by the College or for or on behalf of the College or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the College shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous 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 such person's respective office or trust or in relation thereto unless the same shall happen by or through such person's own wrongful and willful neglect or default.
31. **Contracts with College:** The Governors for the time being of the College shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the College, except such as shall have been submitted to and authorized or approved by the Board. If any Governor or Officer of the College shall be employed by or shall perform services for the College otherwise than as a Governor or Officer or shall be a member of a firm or a shareholder, director or officer of a corporation which is employed by or performs services for the College the fact of such person being a Governor or Officer of the College shall not disentitle such Governor or Officer or such firm or corporation, as the case may be, from receiving proper remuneration for such services.

EXECUTION OF DOCUMENTS

32. **Cheques, Drafts, Notes, etc.:** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers, and in such manner as the Board may from time to time designate by resolution.
33. **Execution of Contracts, etc.:**
- (a) Contracts, documents or instruments in writing required to be signed by the College may be signed by any two of the Chair, a Vice-Chair, the President (or the President's designate) and the Treasurer and all contracts, documents or instruments in writing so signed shall be binding upon the College without any further authorization or formality.
 - (b) The corporate seal of the College may, when required, be affixed to contracts, documents or instruments in writing signed in accordance with Section 33(a) or by any Officer or Officers, person or persons, appointed by resolution of the Board.
 - (c) The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.
 - (d) In particular and without limiting the generality of the foregoing, any two of the Chair or a Vice-Chair, the President (or the President's designate) and the Treasurer are authorized to sell, assign, transfer, exchange, convert or convey any and securities owned by or registered in the name of the College in its own capacity or any other capacity or as trustee or otherwise and to sign and execute (under the corporate seal of the College or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such securities.
 - (e) Notwithstanding any provisions to the contrary contained in the by-laws of the College, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the College may or shall be executed.

BOOKS AND RECORDS

34. The Board shall see that all necessary books and records of the College required by the by-laws of the College or by any applicable statute or law are regularly and properly kept.

35. Without limiting the generality of Section 34, the Board shall keep minutes and records of its proceedings that accurately reflect the proceedings of the Board.
36. The by-laws of the College:
 - (a) shall be open to examination by the public during the normal office hours of the College; and
 - (b) whenever possible, shall be available to the public at no charge on the College's website.

COMMITTEES

37. The Board shall form standing committees governed by Terms of Reference. Governors will serve, minimal, on one committee.
38. **Program Advisory Committee(s):**
 - (a) The Board shall ensure that an advisory committee for each program of instruction or cluster of related programs offered at the College is established (each, a "**Program Advisory Committee**"). Such Program Advisory Committees are to be made up of a cross-section of persons external to the College who have a direct interest in and a diversity of experience and expertise related to the particular area addressed by the program.

MEMBERS

39. **Members:** The members of the College (the "**Members**") shall consist of such persons as are from time to time Appointed Governors or Elected Governors in accordance with the provisions of these by-laws and the Regulations. The interest of a Member is not transferable and lapses and ceases to exist when such Member ceases to be a member of the Board by death, resignation in writing, expiration of term of office as a Governor or otherwise in accordance with these by-laws or as provided by any applicable statute or law. Each Member shall have one vote and shall be entitled to receive notice of, attend and vote at all meetings of Members.
40. **Annual and Other General Meetings of Members:**
 - (a) Annual Meeting: The College shall hold an annual general meeting of the Members in each year in accordance with applicable law.
 - (b) Location: An annual or any other general meeting of the Members may be held at the head office of the College, Newnham campus, or elsewhere in Ontario as the Board determines and on such day as the said Board shall appoint.

- (c) Business: At any such meeting, in addition to any other business that may be transacted, the report of the Governors, the financial statement and the report of the auditors may be presented and auditors may be appointed for the ensuing year and provision for the remuneration of the auditors shall be made. The Members may consider and transact any business either special or general without any notice thereof at any meeting of the Members. The Board, the Chair or a Vice-Chair shall have power to call at any time a general meeting of the Members of the College.
- (d) Notice of Meetings: Notice of the time and place of every annual or general meeting of the Members shall be published on the College's public website not less than ten (10) days prior to the time fixed for the holding of any such meeting.
- (e) Error or Omission in Notice: No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- (f) Adjournment: Any meeting of the Members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
- (g) Quorum: The presence of two (2) Appointed Governors shall be a quorum of any meeting of the Members for the choice of a Chair of such meeting and for the adjournment of the meeting. For all other purposes the presence of two-thirds of the Members present in person or by telephonic/electronic means shall be necessary to constitute a quorum. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.
- (h) Voting: Every question submitted to any meeting of the Members shall be decided by a majority of votes of the eligible voting Members present in person or by telephonic/electronic means, who shall each be entitled to one vote, and in the case of an equality of votes, the Chair of the meeting shall have a second or casting vote. Every Member entitled to vote at a meeting of the Members may, by means of proxy, appoint a proxyholder, who need not be a Member, as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. At any meeting, a declaration by the Chair of the result of a vote on a resolution shall constitute evidence of such result in the absence of the demand for a ballot. If demanded by a simple majority of the Members, a vote shall be conducted by ballot. A Member absent for a meeting may declare such Member's lack of support of a decision made up to five business days following the meeting. If no opposing vote is declared, it will be deemed that the absent Member supported the decision.

- (i) Chair: The Chair or in the Chair's absence, one of the Vice-Chairs (to be selected in descending order of seniority), shall chair all meetings of the Members. In the absence of the Chair and the Vice-Chair(s), the Members present at a meeting of the Members shall choose one of the Appointed Governors to be Chair of such meeting.

BORROWING

41. Respecting the Borrowing of Money by the College:

- (a) The Board is hereby authorized to borrow money from time to time upon the credit of the College in such amounts as they deem proper and by way of overdraft or otherwise.
- (b) Any promissory notes or other negotiable paper (including renewal thereof in whole or in part) signed on behalf of the College by the Officer or Officers of the College authorized from time to time to sign negotiable instruments on its behalf and granted to any financial institution authorized to carry on the business of lending money in Canada (a "permitted lender") for the moneys so borrowed and interest thereon as may be agreed upon, shall be binding upon the College.
- (c) The Board may from time to time, if they see fit to do so, grant security by way of mortgage, hypothecation, pledge or otherwise covering all or any of the property and assets of the College present and future as security for all or any moneys borrowed by the College from a permitted lender or any other liability of the College to the permitted lender, and any such mortgage, hypothecation, pledge or other security shall be valid and binding upon the College if signed by any of the Officers authorized to sign negotiable instruments on the College's behalf.
- (d) All contracts, deeds, grants, assurances and documents reasonably required by the permitted lender in question or its counsel for all or any of the purposes aforesaid shall be executed and carried into effect by the proper officers of the College (and when necessary the seal of the College shall be affixed thereto).

FINANCIAL YEAR

- 42. Unless otherwise ordered by the Board, the fiscal year of the College shall terminate on the 31st day of March in each year.

BY-LAW CHANGES

- 43. Changes to this by-law will include the requirement that all proposed changes be presented to the Board as a "Notice of Motion" first and come into effect when passed by a two thirds majority of Governors present at a subsequent meeting.

44. All by-law changes are subject to ratification and confirmation by the Members of the College not later than the next Annual General Meeting of the College.
45. Unless a “special resolution” is required under applicable law, a by-law, amendment, or repeal shall be effective from the date of the resolution of the Board until the next meeting of Members where it must be confirmed, rejected, or amended by the Members by ordinary resolution. If the by-law amendment or repeal is confirmed by the Members, it remains effective; if it is not confirmed, it ceases to have effect.

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ENACTED as a by-law of the College and sealed with the corporate seal this 8th day of June, 2017.

Chair

Secretary

CONFIRMED by the Members in accordance with the *Corporations Act* (Ontario) on the 8th day of June 2017. This approved by-law will become (remain) effective when the *Not-For-Profit Corporations Act* (Ontario) comes into force.

Chair

Secretary

APPENDIX

Minister's Binding Policy Directive

- (a) A conflict of interest arises when a Governor's private or personal interest supersedes or competes with that Governor's duties and responsibilities as a member of the Board. This could arise from an actual, potential, or perceived conflict of interest of a financial or other nature.
- (b) At the beginning of every Board meeting, the Chair shall ask and have recorded in the minutes whether any member of the Board has a conflict to declare in respect to any agenda item.
- (c) When the agenda item arises in the open portion of the Board meeting, the member(s) of the Board with an actual conflict of interest may remain in the room for the duration of the discussion and not participate in the vote on this item. The minutes are to record that the member(s) of the Board in conflict of interest remained in the room for the discussion and did not vote on this item. Should the matter occur in the in camera portion of a meeting, the member(s) of the Board shall withdraw while the matter is being discussed or voted on and the minutes should reflect this.
- (d) When the conflict of interest is perceived or potential, the Board will determine whether the member or members of the Board remain for the discussion and vote on agenda items. The minutes should reflect what takes place.
- (e) In cases where a conflict cannot be avoided, a Board member is to declare a conflict of interest at the earliest opportunity and, at the same time, should declare the general nature of the conflict. Where a conflict of interest is declared prior to a Board meeting, the declaration is to be made to the Chair and the Board is to be informed.
- (f) Where a Board member is unsure whether the member is in conflict, the said member shall raise the perceived potential conflict with the Board, and the Board is to determine by majority vote whether or not a conflict of interest exists. The said Board member must refrain from voting on whether or not a conflict of interest exists.
- (g) Where a conflict of interest is discovered after consideration of a matter, it is to be declared to the Board and appropriately recorded at the first opportunity. If the Board determines that involvement of said member of the Board influenced the decision of the matter, the Board is to re-examine the matter and may rescind, vary, or confirm its decision.

- (h) Any member of the Board who perceives another member of the Board to be in conflict of interest in a matter under consideration is to raise this concern with the Chair. The Chair, in turn, is to discuss the matter with the member of the Board who is perceived to be in conflict and, as appropriate, to hold further discussion with the reporting member. If the discussions do not lead to a resolution, the matter is to be brought to the Board and the Board is to determine by majority vote whether or not a conflict of interest exists. The member of the Board perceived to be in conflict is to refrain from voting.

- (i) Where there has been a failure on the part of a member of the Board to comply with the Minister's Binding Policy Directive, unless the failure is the result of a bona fide error in judgment, the Board is to:
 - (i) issue a verbal reprimand; or
 - (ii) issue a written reprimand; and/or
 - (iii) request that a member of the Board resign; and/or
 - (iv) remove the member of the Board through the processes established in this by-law.