

**THE BOARD OF GOVERNORS OF SAULT COLLEGE  
OF APPLIED ARTS AND TECHNOLOGY**

**BY-LAW NO. 1**

BE IT ENACTED as a by-law of THE BOARD OF GOVERNORS OF SAULT COLLEGE OF APPLIED ARTS AND TECHNOLOGY (herein called the "Corporation") for the general conduct of the affairs of the Corporation as follows:

**1. INTERPRETATION:**

- 1.1 In this By-law, the following terms shall have the indicated meanings:
- 1.2 "Academic staff member", "administrative staff member", "support staff member" and "student" shall have the same meanings as defined in Regulation 34/03.
- 1.3 "Act" shall mean the *Ontario Colleges of Applied Arts and Technology Act, 2002*, as amended from time to time.
- 1.4 "Board" shall mean the Board of Governors of the Corporation.
- 1.5 "Council" shall mean the Lieutenant Governor in Council Council established pursuant to section 13 of Regulations 34/3.
- 1.6 "Regulations" shall mean the regulations made under the "Act".
- 1.7 "Spouse" and "same sex partner" shall have the same meanings as defined in Regulation 34/03.
- 1.8 In these By-laws and in all other by-laws and special resolutions of the Corporation 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 references to persons shall include firms and corporations.
- 1.9 Officers of Sault College of Applied Arts & Technology shall include the Chair, First Vice Chair, Second Vice Chair, the President and the Secretary-Treasurer.

**2. HEAD OFFICE:**

The Head Office of the Corporation in the City of Sault Ste. Marie in the District of Algoma in the Province of Ontario and at such place therein as the governors may from time to time determine. The College operations shall be carried on without purpose of gain for its members and any profits or other gains to the College shall be used in promoting its objectives.

**3. SEAL:**

The seal, an impression whereof is stamped at the end of this By-law, shall be the corporate seal of the Corporation.

#### 4. BOARD OF GOVERNORS

##### 4.1 Size and Constitution of Board:

The composition of the Board of Governors shall be in accordance with Ontario Regulation 34/03, Section 4 (1) (a) through (c).

- a) an even number of members, as established by the by-laws of the Corporation, but shall be composed of not less than 12 and not more than 20 members exclusive of the president and members elected under clause (c);
- b) the president of the college, by virtue of office, as a voting member; and
- c) one student, one academic staff member, one administrative staff member and one support staff member, each of whom shall be appointed by the students or elected by the relevant staff group.

##### 4.2 Appointment of external governors:

Fourteen external governors shall be appointed pursuant to Reg. 34/03. Five appointments by the Lieutenant Governor in Council and nine appointments locally.

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##### 4.3 Election of internal governors:

The internal governors shall comprise one student, one academic staff member, one administrative staff member, and one support staff member. The support staff member, the administrative staff member and the academic staff member will be elected by their respective constituent group in accordance with the procedures established in By-law number 3 of this corporation. The student representative will be appointed by the Sault College Students' Union in accordance with the Student Constitution.

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##### 4.4 Eligibility requirements of external members:

No person shall be eligible for appointment as an external governor if such person is:

4.4.1 a student, meaning a person who is enrolled in a course or program of instruction (a group of related courses leading to a diploma, certificate or other document awarded by the Board);

or

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4.4.2 an employee of a college of applied arts and technology.

4.4.3 a spouse or same sex partner of a student or employee of a college of applied arts and technology;

##### 4.5 Term and term limits:

4.5.1 each external governor and each internal governor (other than the student governor) shall be appointed or elected, as applicable, for a term of 3 years;

4.5.2 each student governor shall be elected for a term of 1 year;

4.5.3 each governor shall take office on the first day of September in the year of appointment or election;

- 4.5.4 Notwithstanding the length of the term to which an internal governor may be elected/appointed, such term shall immediately terminate upon such governor ceasing to be a student, academic staff member, administrative staff member or support staff member, as applicable. Provided that a student governor who graduates prior to the expiration of such student governor's term may continue to serve until the 31<sup>st</sup> day of August in such student's year of graduation.
- 4.5.5 No person shall serve as an external governor or internal governor (other than the student governor) for more than 6 consecutive years provided that after an absence of 2 years such person shall again be eligible for re-election or re-appointment, as applicable, for successive terms not to exceed 6 years;
- 4.5.6 No person shall serve as the student governor for more than 4 consecutive years provided that after an absence of 2 years such person shall again be eligible for re-appointed for successive terms not to exceed 4 years;

#### **4.6 Vacancies:**

- 4.6.1 Where a vacancy occurs among the external governors of the Board, the Nominating and Reappointment Committee will meet to recruit and make recommendations to the Lieutenant Governor and Council/Board of Governors (see 4.2) who shall appoint a person to fill the vacancy. Motion 11-11-A-3
- 4.6.2 Where a vacancy occurs among the internal governors of the Board, such as the students, academic staff members, administrative staff members, or support staff members as originally appointed the governor whose position is vacant shall elect a person to fill the vacancy except for the student position where a replacement will be appointed; such election to be conducted in accordance with the procedures set forth in By-law No. 3 or in the case of the student representative, as per the student constitution.
- 4.6.3 The term of the person appointed or elected pursuant to section 4.6.1 or 4.6.2 shall be for the same term as is provided in section 4.5.1 and 4.5.2, as applicable, and shall commence upon such appointment or election and shall terminate on August 31 in the year in which such term expires.

### **5. POWERS OF THE BOARD**

- 5.1 The Board shall oversee the direction and management of the College;
- 5.2 The Board may make, or cause to be made, in the Corporation's name any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the Corporation is authorized to exercise and do, as provided by any applicable statute or law.
- 5.3 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 shares, stocks, rights, warrants, options

and other securities, lands, buildings, and other property movable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as it may deem advisable.

## **6. MEETINGS OF THE BOARD:**

### **NOTICE OF MEETINGS**

Subject to sections 6.1 and 6.2, all meetings of the Board are open to the public.

- 6.1 Where a matter determined by the Board to be confidential to the College is to be considered, the part of the meeting concerning such confidential matters shall be held in camera.
- 6.2 The Board may conduct that part of its meeting in camera as concerns: such items as individual personnel matters, strategic labour relations, real and personal property transactions, litigation in which the Corporation is involved and other matters which by their nature require confidentiality so as to preserve the legitimate interests of the Corporation;

Matters of a personal nature concerning an individual shall be held in camera unless such individual requests and the Board agrees that the matter may be discussed in public; *Motion 10-02-A-1*

All governors shall keep all information, discussions and proceedings at in camera sessions of the Board strictly confidential.

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. No formal notice of any such meeting shall be necessary if all the governors are present or if those absent waive notice or otherwise signify in writing their consent to the meeting being held in their absence. Such waiver of notice or consent may be given either before or after the meeting. Governors' meetings may be formally called by the Chair or Vice-Chair(s) or by the Secretary-Treasurer on the direction of the Chair or the Vice-Chair(s) or of any two governors.

Notice of such meetings shall be delivered, faxed, telephoned or electronically communicated to each governor not less than one day before the meeting is to take place, or shall be mailed to each governor not less than two days before the meeting is to take place. The Board may appoint a day or days in any month or months for regular meetings of the Board of Governors at an hour to be named and in respect of such regular meetings no notice need be sent. The governors may consider or transact any business, either special or general at any meetings of the Board.

#### **6.4 Notice To Public:**

The Board will ensure that the appropriate public media are notified of the day or days appointed in any month or months for regular meetings. Where the Board by agreement deviates from the regularly appointed meeting day or days it will ensure that the appropriate public media is notified not less than two

days before the meeting is to take place.

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6.5 **Disclosure of Conflict of Interest:**

At the opening of each meeting, the Chair shall ask for disclosures of any actual, potential, or perceived conflicts of interest of any governor relating to any agenda item. Any such declared conflicts shall be recorded in the minutes.

6.6 **Quorum:**

A quorum for a Board of Governors meeting is eleven members as identified by the Ministry. Governors shall form a quorum for the transaction of business. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

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6.7 **Meetings to be Public:**

Subject to sections 6.2 and 6.3 meetings of the Board shall be open to the public and no person shall be excluded from such a meeting except for improper conduct as determined and expressed by resolution of the Board.

6.8 **Errors in Notice:**

No error or omission in giving such notice for a meeting of governors shall invalidate such meeting or invalidate or make void any proceedings taken.

6.9 **Voting:**

6.9.1 Except for votes to amend or adopt by-laws, questions arising at any meeting of governors shall be decided by a majority vote. Votes to amend or adopt by-laws shall require a two-thirds majority. In the case of equality of votes the Chair shall cast the deciding vote. All votes at any such meetings shall be taken on a show of hands of the members present. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number of the votes recorded in favour of or against such resolution. In the absence of the Chair, his/her duties may be performed by the Vice-Chair, or such other governors as the Board may from time to time appoint for the purpose.

6.9.2 **Recording Of Votes**

The minutes will record a motion passed or defeated. Any governor, however, may request a roll call vote. A roll call vote will be taken only on the approval of at least 1/3 of those present. Any governor may request his/her vote or abstention be recorded.

6.9.3 **Voting By Poll (Telephone or Electronic)**

The Chair or his/her delegate may conduct a poll of governors. Such poll to be confirmed for the record at the next regular meeting.

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7. **COMPLIANCE WITH CONFLICT OF INTEREST OBLIGATIONS:**

7.1 **Definitions:**

7.1.1 **Actual conflict of interest:** 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.

- 7.1.2 **Internal governor:** For the purpose of this section 7, the president of the college shall be deemed to be an internal governor.
- 7.1.3 **Perceived conflict of interest:** 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.
- 7.1.4 **Potential conflict of interest:** 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.
- 7.1.5 The above definition and the following principles and direction are based on the **Conflict of Interest - - Minister's Binding Policy Directive** issued 1 April 2003.

## 7.2 Principles

- 7.2.1 Members of the Board are expected to act honestly and uphold the highest ethical standards.
- 7.2.2 Members 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.
- 7.2.3 Members 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.
- 7.2.4 When appointed, members 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.
- 7.2.5 Each governor (regardless of how the governor becomes a member of the Board) has a responsibility first and foremost to the welfare of the institution and must function primarily as a member of the Board, not as a member of any particular constituency.

## 7.3 Binding Policy Directive

- 7.3.1 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 a Board. This could arise from an actual, potential, or perceived conflict of interest of a financial or other nature.
- 7.3.2 At the beginning of every Board meeting, the Chair of the Board is to ask and have recorded in the minutes whether any member of the Board has a conflict to declare in respect to any agenda item.

- 7.3.2.1 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.
- 7.3.2.2 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.
- 7.3.3 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 of the Board and the Board is to be informed.
- 7.3.4 Where a Board member is unsure whether the member is in conflict, the said member is to 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.
- 7.3.5 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.
- 7.3.6 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 of the Board. 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 governor. 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.
- 7.3.7 Where there has been a failure on the part of a member of the Board to comply with this binding policy directive, unless the failure is the result of a bona fide error in judgment, the Board is to:
- 7.3.7.1 Issue a verbal reprimand; or
  - 7.3.7.2 Issue a written reprimand; and/or
  - 7.3.7.3 Request that a member of the Board resign; and/or
  - 7.3.7.4 Remove the member of the Board through processes established in Board by-laws.

7.4 Without limiting the general application of the Minister's Binding Policy Directive on conflict of interest, the Board shall recognize the following circumstances as an actual conflict of interest requiring the affected Board member to conduct themselves in accordance with s. 7.3.2.1. hereof:

7.4.1 **President :**

7.4.1.1 Agenda items relating either directly or indirectly to the President's compensation, perquisites, and/or benefits.  
Note: the Board may require certain information from the President to assist their deliberations, but these queries must be of the general nature or relate to providing performance related information concerning the President's success in meeting agreed to objectives and must not in anyway, either directly or indirectly, influence decisions on his or her compensation, perquisites, and/or benefits

7.4.2 **Internal Governors:**

7.4.2.1 agenda items relating either directly or indirectly to collective bargaining and/or compensation and terms and conditions of employment and/or academic programs in relation to their constituent group;

Note: this would not apply to agenda items that are of a general nature occurring in the open to the public portion of the Board meeting;

7.4.2.2 agenda items relating to the President's evaluation or performance review;

7.4.3 **Student Governor:**

7.4.3.1 agenda items relating to an increase in the tuition fees for the particular program in which the student is enrolled;

7.4.3.2 agenda items relating to the President's evaluation or performance review;

7.4.3.3 Agenda items relating either directly or indirectly to collective bargaining and/or compensation and terms and conditions of employment for college staff.

Note: this would not apply to agenda items that are of a general nature occurring in the open to the public portion of the Board meeting.

7.5 **Insignificant conflicts:**

The Minister's Binding Policy Directive does not apply where the interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Board member or where a pecuniary or other interest is in common with a broad group of which the governor is a member (e.g., students, support staff, academic staff, and administrative staff). This Binding Policy Directive does not apply where the issue is one of general or public information.

7.6 **Disclosure of Interests in Contracts**

7.6.1 Every governor who is in any way directly or indirectly interested in a proposed contract or a contract with the Corporation or any subsidiary of the Corporation shall declare the governor's interest and conflict in accordance with the Minister's Binding Policy Directive.



7.6.2 If a governor has made a declaration of his or her interest in a proposed contract or contract in compliance with this section and has not voted in respect of the resolution which awards the contract (or, in the case of a conflict declared in accordance with section 7.3.5 hereof, the governor has not voted on the resolution confirming the award of the contract), the governor is not accountable to the Corporation or to any of its members or creditors for any profit realized from the contract, and the contract is not voidable by reason only of the governor's holding that office or of the fiduciary relationship established thereby.

## **8. REMOVAL OF GOVERNORS**

- 8.1 The Board may remove a governor (other than the President) from the Board by a resolution of the governors (enacted pursuant to section 8.2 below) if:
- 8.1.1 the governor has failed to attend, without leave of the Board, at least 50% of the regular meetings of the Board in any 12 month period or 4 successive meetings of the Board;
  - 8.1.2 the governor has neglected or refused to participate on Board committees and/or to contribute to effective discussion and decision making at the Board;
  - 8.1.3 the governor has failed to comply with the Minister's Binding Policy Directive on Conflict of Interest which is set forth in section 7 of this By-law;
  - 8.1.4 the governor has failed to maintain the confidentiality of any and all information, discussions, or proceedings at in camera sessions of the Board;
  - 8.1.5 the governor has failed to observe and perform the governor's fiduciary duty to the Corporation in that the governor has not acted with honesty, in good faith and in the best interests of the Corporation;
  - 8.1.6 the governor 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:
    - 8.1.6.1 harassment (including activities that would constitute harassment under College directives);
    - 8.1.6.2 violence (including activities that would constitute violence under College directives);
    - 8.1.6.3 conviction of a criminal offence;
    - 8.1.6.4 conduct unbecoming of a member of the Board;
    - 8.1.6.5 Discrimination as defined under the Ontario Human Rights Code (including activities that would constitute discrimination under College directives).

8.2 Prior to the Board voting to remove a governor (the "Subject Governor"), the Chair or the Vice-Chair is to discuss the matter with the Subject Governor to explain why the removal is being considered and to seek a satisfactory explanation of or solution to the alleged grounds for removal (the "Grounds"). If the discussions do not result in a satisfactory explanation or solution, the matter is to be brought to the Board in an in camera session, and the Board is to determine by resolution, passed by at least two-thirds of the votes cast, whether the Subject Governor is to be removed. The notice for the in camera session is to specify the intention to pass a resolution removing the Subject Governor and the Grounds therefore. The Subject Governor is to be given an opportunity to respond to the Grounds by addressing the Board at the in camera session, but is to refrain from voting. The Subject Governor is to be clearly notified of the final consideration and decision of the Board and any action that will be taken.

8.3 Any person who is removed as a governor from the Board may apply to the Lieutenant Governor in Council or Local Board according to the original appointment to review the decision to remove the person from the Board. As provided in the Regulations, the Council's review shall be subject to the following: *Motion 11-11-A-3*

8.3.1 The Council's review is limited to determining whether the removal was for a reason set out in this By-law and in accordance with the procedure established in this By-law and does not include a review of whether the Board was correct in removing a governor of the Board.

8.3.2 The decision of the Council on whether the decision of the Board was made for a reason set out in this By-law and in accordance with the procedure established in this By-law is final and binding.

## 9. REMUNERATION OF GOVERNORS AND COMMITTEE MEMBERS.

9.1 The governors of the Corporation shall serve without remuneration and no governor shall directly or indirectly receive any profit from his position as such; provided that a governor may be paid reasonable travel and living expenses incurred by him in the performance of his duties.

9.2 The provisions of section 9.1 shall apply equally to all members of committees and subcommittees of the Board.

## 10. PROTECTION OF GOVERNORS AND OFFICERS.

### 10.1 Indemnification by Corporation:

Every governor of the Corporation and such governor's heirs, estate trustees, and estate and effects, respectively, and all Senior Officers who report directly to the President shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation from and against:

10.1.1 All costs, charges and expenses whatsoever which such governor or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such governor or officer in respect of any act, deed, matter or thing whatsoever made, done or permitted by such governor or officer in or about the execution of the duties of such governor's or officer's office;

10.2 No governor or officer for the time being of the Corporation 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 Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such governor's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such governor's or officer's own wrongful and wilful act or through such governor's or officer's own wrongful and wilful neglect or default.

10.3 The governors for the time being of the Corporation 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 Corporation except such as shall have been submitted to and authorized or approved by the Board. Subject to compliance with the provisions of section 7 hereof, If any person who is a governor or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a governor or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of such person being a governor or officer of the Corporation shall not disentitle such person or such firm or company, as the case may be, from receiving proper remuneration for such services.

## 11. OFFICERS OF THE CORPORATION

11.1 **Officers:** There shall be a Chair, a First Vice-Chair a Second Vice Chair, a President, and a Secretary-Treasurer and such other officers as the Board of Governors may determine by resolution from time to time. The Chair and Vice-Chairs shall be elected by the Board of Governors from among their external members and inaugurated at the annual meeting. The other officers of the Corporation (excepting the President who is a member of the Board by virtue of office) need not be members of the Board. The composition of the Board Committees will be established at the annual meeting.

11.2 **ELECTION** The Chair and Vice-Chairs shall be elected from the external members for a one year term commencing September 1. The Chair and Vice-Chair(s) shall be elected on a majority vote, by secret ballot from a list of candidates. The list of candidates will be established by nominations from the floor at the April meeting. The nominator shall ensure the candidates selected are prepared to stand for office. All nominations require a seconder. Elections to be held at the May meeting. The ballots will be counted by the President and confirmed by the outgoing Chair.

11.3 **Duties of Officers:** The duties of the Officers are as follows:

- 11.3.1 **Chair.** The Chair shall, when present, preside at all meetings of the Board of Governors. He/She shall, together with the Secretary-Treasurer, sign all by-laws of the College; and he/she shall sign such contracts, documents or instruments in writing as require his/her signature. The Chair shall also have such other powers and duties as may from time to time be assigned by the Board of Governors (including the signing authority for the President's expense account) or as are incidental to his office and shall interpret the resolutions of the Board and the intent of the By-laws. He/she will not hold the position of Chair in his/her final year on the Board, but will remain as a regular member providing guidance and support to the incoming Chair in relation to outstanding business. Motion 13-09-A-1
- 11.3.2 **First Vice Chair.** In the Chair's absence, inability or refusal to act, the First Vice Chair, upon approval of the Board, shall perform all the duties and have all the powers of the Chair Motion 10-02-A-1
- 11.3.3 **Second Vice Chair** In The First Vice Chair's absence, inability, or refusal to act, and upon approval of the Board, The Second Vice Chair shall perform all the duties and have all the powers of the Chair. Motion 10-02-A-1
- 11.3.4 **President.** The Board of Governors shall appoint a President and may delegate to him/her full authority to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the Board of Governors) and to employ and discharge agents and employees of the Corporation or may delegate him/her any lesser power. He/She shall conform to all lawful orders given to him/her by the Board of Governors of the Corporation and/or by the Chair thereof and shall at all reasonable times give to the governors or any of them, as authorized by the Board of Governors, all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by the President shall be subject to discharge as set forth in the collective agreements or the terms of employment for administrative staff.
- 11.3.5. **Secretary-Treasurer**  
The Secretary-Treasurer shall be appointed by the Board of Governors as an ex-officio clerk of the Board of Governors. He/She shall attend all meetings of the Board of Governors and ensure all facts and minutes of all proceedings are recorded in the books kept for that purpose. He/She shall give all notices required to be given to governors. He/She 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 he/she shall deliver up only when authorized by a resolution of the Board of Governors to do so and to perform such other duties as may from time to time be determined by the Board of Governors.

The Secretary-Treasurer, shall prepare and submit for approval annual budgets, shall keep full and accurate accounts of all receipts

and disbursements of the College in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the College in such banks or other financial institutions as may from time to time be designated by the Board of Governors.

He/She shall disburse the funds of the College under the direction of the Board of Governors, taking proper vouchers therefore and shall render to the Board of Governors at the regular meeting thereof or whenever required of him/her, an account of all transactions, and of the financial position of the College. He/She shall co-operate with the auditors of the College during any audit of the accounts of the College and shall also perform such other duties as may from time to time be determined by the Board of Governors.

11.3.7 **Other Officers.** The duties of all other Officers of the Corporation 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 require of them.

11.4 **Vacancies**

If the office of the Chair, First and Second Vice-Chair, Secretary-Treasurer or President, (one or more) becomes vacant by reason of death, resignation, and disqualification or otherwise the Board will elect or appoint an officer to fill such vacancy without undue delay.

11.4.1 If the office of the Chair or First Vice Chair or Second Vice Chair, or one or more of them, shall become vacant by reason of death, resignation, disqualification, or otherwise, the Board shall appoint one of the external governors to fill such vacancy.

11.4.2 If the office of the Secretary-Treasurer or President, or one or more of them, shall become vacant, such vacancy shall be filled as the Board may appoint.

**12. EXECUTION OF DOCUMENTS:**

12.1 **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, and in such manner as the Board of Governors may from time to time designate by resolution.

12.2. **Contracts** The corporate seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any Officer or Officers, person or persons appointed by resolution of the Board. pursuant to section 12.2.5 hereof;

12.2.1. The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments, 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.

- 12.3. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, 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 Corporation may or shall be executed.

### **13. BOOKS AND RECORDS**

- 13.1 The Board shall ensure that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.
- 13.2 Without limiting the generality of section 13.1 immediately preceding, the Board shall keep minutes and records of its proceedings that accurately reflect the proceedings of the Board.
- 13.3 The By-laws of the Corporation:
- 13.3.1 shall be open to examination by the public during the normal office hours of the Corporation; and
- 13.3.2 Whenever possible, shall be available to the public at no charge on the Corporation's website.

### **14. STANDING COMMITTEES**

- 14.1 The Board of Governors may establish committees, consisting of such persons as may from time to time be appointed by the Board to act in an advisory capacity to the Board in connection with the particular field of activity referred to each of such committees. The members of such committees shall hold office at the pleasure of the Board and the Chair, and/or Vice-Chair, with the President shall be ex-officio members of each such committee.
- 14.2 The Board may fill any vacancies occurring from time to time in such committees and may abolish and from time to time re-appoint any such committee.
- 14.3 The Secretary shall record or cause to be recorded the minutes of the proceedings of any such standing committee which shall be confirmed under the signature of the Chair of that meeting and a report shall be forwarded to the Board.
- 14.4 Any such committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit. The quorum for any such standing committee shall be a majority of the governors on the committee. Questions arising at any meeting of a committee shall be decided by a majority of votes and, in the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
- 14.5 The structure and terms of reference for the committees is outlined in the attached Appendix A.

15. **COMMITTEE OF THE WHOLE**

The Board of Governors may establish a Committee of The Whole, which shall be held in camera to receive informational or educational awareness presentations or to hear special presentations from invited guests.

16. **FINANCIAL YEAR**

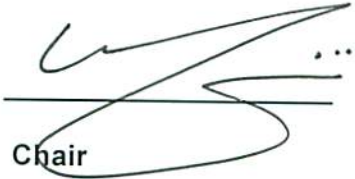
Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

17. **HEALTH and SAFETY**

Ensure compliance with Health and Safety legislation.

Motion 11-11-A-3

Enacted this 20<sup>th</sup> day of November, 2014



Chair



Secretary-Treasurer