

**THE HUMBER COLLEGE INSTITUTE OF TECHNOLOGY AND ADVANCED
LEARNING**

BY-LAW NO. 1

GENERAL MATTERS

August 29, 2023

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BY-LAW NO. 1

A By-law relating generally to the transaction of the affairs of **THE HUMBER COLLEGE INSTITUTE OF TECHNOLOGY AND ADVANCED LEARNING (the “College”)**

BE IT ENACTED as a By-law of the College as follows:

ARTICLE 1 DEFINITIONS & INTERPRETATION

1.1 Definitions

In this By-law the following terms have the following meanings:

- (a) **“Academic Staff Member”** shall mean a person who is employed by the College as a teacher, counselor or librarian.
- (b) **“Administrative Staff Member”** shall mean a person who is employed by the College and who is not an Academic Staff Member, a Support Staff Member or a Student.
- (c) **“Board”** shall mean the board of Governors of the College.
- (d) **“By-laws”** shall mean this By-law (as amended from time to time) and all other by-laws of the College in effect from time to time.
- (e) **“Chair”** shall mean the elected chair of the Board or any committee thereof, as the case may be.
- (f) **“Directive”** means any binding policy directive issued by the Minister pursuant to OCAATA;
- (g) **“Employee”** shall mean a person who is employed by the College without regard for position, function or other status of employment.
- (h) **“*ex-officio*”** shall mean a person who is a member of a committee by virtue of the position or office held by that person.
- (i) **“External Governors”** shall mean the Governors appointed in accordance with Section 3.4.
- (j) **“Governor”** shall mean an External Governor and/or an Internal Governor of the Board.
- (k) **“Internal Governors”** shall mean the Governors elected in accordance with Section 3.5.

- (l) “**LGIC**” means the Lieutenant Governor in Council.
- (m) “**Minister**” shall mean the Minister of Colleges and Universities (Ontario).
- (n) “**Ministry**” shall mean the Ministry of Colleges and Universities (Ontario).
- (o) “**OCAATA**” shall mean the *Ontario Colleges of Applied Arts and Technology Act, 2002* and all regulations made thereunder and any amendments made to the act or the regulations.
- (p) “**ONCA**” shall mean the *Not-for-Profit Corporations Act, 2010* (Ontario) and all regulations made thereunder and any amendments made to the act or the regulations.
- (q) “**President**” shall mean the President of the College.
- (r) “**Student**” shall mean a person who is enrolled in a course or program of instruction in a College.
- (s) “**Support Staff Member**” shall mean a person who is employed by the College as a member of the office, clerical, technical, health care, maintenance, building service, shipping, transportation, cafeteria or nursery staff.
- (t) “**Telephone or Electronic Means**” shall mean any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, email, an automated touch-tone telephone system, computer or computer networks.
- (u) “**Vice-Chair**” shall mean the vice chair of the Board or any committee thereof, as the case may be.

1.2 Interpretation

This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) save as aforesaid, words and expressions defined in OCAATA or the ONCA or the regulations made thereunder have the same meanings when used herein;
- (b) words importing number include the singular and plural; words importing gender include all genders and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations;
- (c) the headings used in the By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;

- (d) in the event of any conflict between OCAATA and ONCA, OCAATA shall prevail; and
- (e) in the event of any conflict between OCAATA, ONCA and the By-laws, the OCAATA or ONCA shall prevail.

ARTICLE 2 ORGANIZATION

2.1 Objects of the College

The objects of the College, as prescribed by OCAATA, are to:

- (a) offer a comprehensive program of career-oriented post-secondary education and training to assist individuals in finding and keeping employment;
- (b) meet the needs of employers and the changing work environment; and
- (c) support the economic and social development of the College's local and diverse communities.

2.2 Registered Office

The registered office of the College shall be in Toronto , Ontario or at such place therein as the Board may from time to time determine.

2.3 Seal

The College may adopt a corporate seal and, if adopted, such seal shall be the corporate seal of the College.

2.4 Execution of Documents

- (a) Deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates and engagements and any other instruments and documents requiring execution by the College shall be signed by any two (2) persons designated by the Board, and they may affix the seal of the College to such instruments as require the same. All instruments or documents so signed shall be binding upon the College without any further authorization or formality.
- (b) It is the responsibility of the signing officers to ensure that the transaction is in accordance with applicable law, Board policies and the Directives and to obtain Board approval when required.
- (c) Notwithstanding any provisions to the contrary contained in the By-law and subject to applicable law, Board policies and the Directives, 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.

2.5 Books and Records

The Board shall ensure that all necessary minutes and records of the College required by the By-law of the College or by any applicable statute or regulation are regularly and properly kept and available to the public as set out in this By-law.

ARTICLE 3 BOARD OF GOVERNORS

3.1 Number of Governors

The Board shall consist of seventeen (17) Governors all of whom shall be voting members of the Board.

3.2 Qualifications of Governors

Every Governor shall be an individual who:

- (a) is eighteen (18) or more years of age;
- (b) is not an undischarged bankrupt;
- (c) has not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (d) has not been found to be incapable by any court in Canada or elsewhere; and
- (e) has not been declared an ineligible individual under the *Income Tax Act* (Canada).

3.3 Composition of the Board

In accordance with OCAATA, the affairs of the College shall be directed by the Board, which shall be composed of:

- (a) twelve (12) External Governors;
- (b) the President of the College, by virtue of office, as a voting member of the Board; and
- (c) four (4) Internal Governors.

3.4 Appointment of External Governors

- (a) The twelve (12) External Governors of the Board shall include:
 - (i) four (4) Governors appointed by the LGIC; and

- (ii) eight (8) Governors appointed by the Governors holding office at the time of the appointment.
- (b) No External Governor shall be an Employee or a Student of a college of applied arts and technology.
- (c) A Governor appointed by the Governors holding office at time of appointment shall not participate in a vote of the Board relating to a renewal of extension of their appointment.

3.5 Election of Internal Governors

- (a) The Internal Governors of the Board may include one (1) Student, one (1) Academic Staff Member, one (1) Administrative Staff Member and one (1) Support Staff Member, each of whom, if elected, shall be voting members of the Board and shall be duly elected in accordance with the procedures established by the Board after consultation with the Students or the relevant staff group.
- (b) Each Internal Governor shall be elected by the Students or by the relevant staff group as provided for in a By-law established by the Board from time to time (the “**Election By-law**”).

3.6 Governor Consent

A Governor who is elected or appointed must consent in writing to hold office as a Governor before or within ten (10) days after the election or appointment.

3.7 Role of the Board

- (a) The Board shall manage or supervise the management of the activities and affairs of the College and exercise all powers and do all such acts and things as the Board is authorized to exercise and do pursuant to the ONCA and the OCAATA.
- (b) Without limiting the role of the Board described above, the Board shall annually:
 - (i) review and approve the strategic plan, business plan and annual report of the College, and ensure that such plans and reports are available to the public;
 - (ii) submit the strategic plan, business plan and annual report or any combination of them as the Minister directs to the Minister;
 - (i) approve the tuition and ancillary fees for all programs of instruction and courses offered by the College;
 - (iii) compile key performance indicators as identified by the Minister, provide such indicators to the Minister or to another person as directed by the Minister;

- (iv) approve the auditors' report and the audited financial statements of the College and ensure that they are submitted to the Ministry and made available to the public;
- (v) appoint the auditors of the College;
- (vi) assess the performance of the President;
- (vii) organize the governance of the College.

3.8 Term of Office

- (a) A Governor, other than a Governor elected by Students, shall hold office for a term not to exceed three (3) years and shall not serve for more than six (6) years consecutively, but is eligible for reappointment or re-election, as the case may be, after two (2) years absence from the Board for successive terms not to exceed six (6) years in total.
- (b) A Student elected as an Internal Governor shall hold office for a term not to exceed two (2) years and shall not serve for more than four (4) years consecutively, but is eligible for re-election after two (2) years absence from the Board.
- (c) The Governors shall take office on the 1st day of September in the year of their appointment or election, as the case may be.

3.9 Remuneration of Governors

Subject to OCAATA, no Governor shall receive remuneration for services provided in the capacity as a Governor, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by the College, a Governor may be compensated for services other than as a Governor pursuant to the regulation made under the *Charities Accounting Act*, or with court approval or an order made under section 13 of the *Charities Accounting Act*.

3.10 Compliance with Directives

Governors will comply with all Directives issued from time to time.

ARTICLE 4 REMOVAL OF GOVERNORS

4.1 Removal of Governors

The Board may remove a Governor from the Board in accordance with the provisions of this Section, except for:

- (a) a member of the Board appointed by the LGIC; and
- (b) the President who is a member of the Board by virtue of office.

4.2 Removal of Governor Appointed by Lieutenant Governor in Council

With respect to any Governor appointed by the LGIC if the Board believes there is a reason justifying the removal of the Governor from the Board, the Board may set those reasons out in a report to the Minister for referral to the LGIC.

4.3 Grounds for Removal

The Governors may remove a Governor from the Board before the expiration of their term if:

- (a) the Governor has failed to attend at least 50% of the meetings of the Board during a twelve (12) month period or four (4) consecutive meetings of the Board;
- (b) the Governor has neglected or refused to participate on Board committees and/or to contribute to effective discussion and decision making at the Board;
- (c) the Governor has failed to comply with the conflict of interest requirements in the ONCA or the Conflict of Interest Directive and any conflict of interest policy or code of conduct approved by the Board;
- (d) the Governor has failed to maintain the confidentiality of any and all information, discussions or proceedings at an *in camera* meeting of the Board;
- (e) the Governor has failed to observe and perform the Governor's fiduciary duty to the College in that the Governor has not acted with honesty, in good faith and in the best interests of the College;
- (f) the Governor demonstrates conduct unbecoming of a Board member including but not limited to activities that are illegal, that demonstrate a lack of respect for Governors or Board decisions, that may be detrimental to the College as determined by the Governors in their sole discretion, or that constitute or demonstrate harassment, violence or discrimination; or
- (g) the Governor has knowingly failed to comply with OCAATA, ONCA, any Directive, Board policies, or any other College policies applicable to the Governor.

4.4 Procedure for Removal

The following procedures shall be followed in removing a Governor from the Board:

- (a) Meetings of the Board regarding the removal of a Governor may be formally called by the Chair or Secretary or on the direction in writing of two-thirds of the Governors.
- (b) The Board's declaration that a Governor's membership on the Board is vacated shall be made by a resolution of two-thirds of the Governors present at such meeting.

- (c) Subject to the written attestation required pursuant to Section 4.5(c), the resolution declaring the vacancy on the Board shall be entered in the minutes of the Board and shall be conclusive evidence of the vacancy.

4.5 Review Procedure

Every decision of the Board to remove a Governor from the Board shall be reviewed by the Chair and the President, provided that such review procedure shall:

- (a) only relate to the issues of whether the reasons for the removal and the procedure followed in removing a Governor were in compliance with this By-law;
- (b) not include a review of whether the decision of the Board was correct; and
- (c) require the Chair and the President to sign a written attestation that the removal process was carried out in accordance with this By-law.

4.6 Alternatives to Removal of Governor

If any of the events of Section 4.3 have occurred, the Board shall, as an alternative to removing a Governor, have the option of imposing any one or a combination of the following sanctions:

- (a) issuing an oral reprimand; or
- (b) issuing a written reprimand; or
- (c) suspending the Governor for a period or term set by the Board; or
- (d) requesting that the Governor resign.

ARTICLE 5 VACANCIES

5.1 Vacancies on Board

- (a) The office of a Governor shall be automatically vacated:
 - (i) if a Governor dies;
 - (ii) if a Governor resigns;
 - (iii) if the Governor is no longer qualified as outlined in Section 3.2;
 - (iv) if the Governor is removed for reasons outlined in Section 4.3; or
 - (v) if an Internal Governor ceases temporarily or permanently to be a Student, Academic Staff Member, Administrative Staff Member or Support Staff Member, as applicable.

- (b) A resignation of a Governor becomes effective at the time the resignation is received by the College or at the time specified in the resignation, whatever is later.
- (c) Where there is a vacancy in the Board, the remaining Governors may exercise all the powers of the Board so long as a quorum remains in office.

5.2 Filling Vacancies

- (a) Where a vacancy occurs among the Governors appointed by the LGIC, the LGIC shall appoint a person to fill the vacancy for a term of the same length as the vacating Governor appointed, at the discretion of the LGIC, commencing on the date of appointment and terminating on August 31st in the year in which such term expires.
- (b) Where a vacancy occurs among Governors that are not Internal Governors or appointed by the LGIC, the Board shall appoint a person to fill the vacancy for a term of the same length as the vacating Governor appointed, commencing on the date of appointment and terminating on August 31st in the year in which such term expires.
- (c) Where a vacancy occurs among the Internal Governors of the Board, the Students or relevant staff groups shall, in accordance with the Election By-law, elect a person to fill the vacancy for a term of the same length as the vacating Internal Governor, commencing on the date of appointment and terminating on August 31 in the year in which such term expires.
- (d) A Student elected as an Internal Governor who graduates prior to the expiration of the Student's term on the Board may remain a member of the Board until August 31st in the year of their graduation.

ARTICLE 6 MEETINGS OF THE BOARD

6.1 Meetings of the Board

Except as otherwise required by law, the Board may hold its meetings at the head and registered office of the College or such place or places in Ontario as it may from time to time determine. Meetings of the Board will be held at least four (4) times per year and will be scheduled as may be required to ensure that the Board fulfills its role as set out in Section 3.7.

6.2 Notice and Holding of Meeting

- (a) Meetings of the Board may be formally called by the Chair, President or Secretary or on the direction in writing of two thirds of the Governors.
- (b) Prior notice of the meeting shall be given to the Governors and to the public in the manner specified in Section 13.1 not less than fourteen (14) days before the meeting is to take place. The written declaration of the Secretary that notice has been given

pursuant to this By-law shall be sufficient and conclusive evidence of giving of such notice. Notwithstanding the foregoing, in the event that a meeting of an urgent nature is required, the Chair, President or Secretary may call such urgent meeting with less than fourteen (14) days' notice.

- (c) Notice of a meeting of Governors need not specify the purpose of the business to be transacted at the meeting, unless the meeting is intended to deal with any of the following matters in which case the notice must specify that matter:
 - (i) to appoint or fill a vacancy among the Governors or in the position of auditor;
 - (ii) to issue debt obligations except as authorized by the Governors;
 - (iii) to consider and approve any annual financial statements; or
 - (iv) to adopt, amend or repeal By-laws.

6.3 Absence of the Chair

The Chair or, in the case of the absence or illness of the Chair, a Vice-Chair shall preside at all meetings of the Board. In the case of the absence or illness of the Chair and Vice Chair or there being vacancies in those offices, the Board may appoint an External Governor to act as Chair for the time being and the Governor so appointed shall act and have all the powers of the Chair.

6.4 Public Meetings

All meetings of the Board shall be open to the public, and no person shall be excluded from any such meeting except for improper conduct as determined by the Board or where a matter to be considered by the Board is determined to be confidential. Where a matter determined by the Board to be confidential to the College is to be considered, the part concerning such confidential matter may be held in an *in camera* session of the Board.

6.5 Confidential Matters

- (a) Where a matter to be considered at a Board meeting is determined by the majority of Governors present, in accordance with the criteria established below, to be confidential to the College, the part of the meeting concerning such confidential matter may be closed to the public and may be held in an *in camera* session of the Board.
- (b) *In camera* meetings will generally be held to discuss matters pertaining to the following:
 - (i) identification of a potential or perceived conflict of interest;
 - (ii) consideration of sanctions against and removal of a Governor;

- (iii) the disclosure of intimate, personal or financial information in respect of a Governor, committee member, Employee or prospective Employee or a Student;
 - (iv) the acquisition, renovation, disposal, lease, exchange or expropriation of real or personal property or improvement;
 - (v) donor-specific issues;
 - (vi) litigation or potential litigation affecting the Board;
 - (vii) strategic labour relations and matters pertaining to collective bargaining or terms of employment;
 - (viii) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - (ix) all matters arising out of the President's terms of employment, including hiring, evaluation, contract terms and termination;
 - (x) Board, committee and Governor self-evaluation;
 - (xi) information that is prohibited from disclosure under the *Freedom of Information and Protection of Privacy Act*;
 - (xii) information that is subject to solicitor-client privilege;
 - (xiii) security of property of the College;
 - (xiv) contract matters, including negotiations or disputes;
 - (xv) reports from committee meetings that were closed to the public;
 - (xvi) whistle-blowing reports;
 - (xvii) Discussion of confidential information that could reasonably be foreseen to cause a negative competitive impact on Humber or that may negatively impact sensitive stakeholder relations should such information be publicly disclosed.
 - (xviii) other matters that, in the opinion of the majority of Governors, the disclosure of which might be prejudicial to an individual or to the best interests of the College; and
 - (xix) consideration of whether an item is to be discussed *in camera*.
- (c) The Board shall not vote on any amendment or adoption of a By-law in a closed meeting.

- (d) The Chair or any Governor may request the presence of appropriate administrators or other persons as a resource to address specific issues during such *in camera* meetings. The decision of the Chair granting or denying such request shall, if any objection is raised, be put to the Board to be determined by a majority vote.
- (e) All Governors and other persons attending the *in camera* meetings of the Board shall keep all information, discussions and proceedings at the *in camera* meetings strictly confidential. Even when the resulting decision is made public, all discussions and all information provided at an *in camera* session shall remain confidential unless the Board decides, by resolution, to make the information public.
- (f) Where a matter of a personal nature concerning an individual may be considered at a meeting of the Board, the part of the meeting concerning such individual shall be held *in camera* unless such individual requests, and the Board agrees, that such part of the meeting be open to the public.

6.6 Electronic Meeting and Attendance

A meeting of Governors may be held entirely by one or more Telephone or Electronic Means or by any combination of in-person attendance and by one or more Telephonic or Electronic Means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A Governor participating in the meeting by those means is deemed to be present at the meeting.

6.7 Resolutions in Writing

A resolution, signed by all the Governors entitled to vote on that resolution at a meeting of Governors or of a committee of Governors is as valid as if it had been passed at a meeting of Governors or of a committee of Governors.

6.8 Quorum for Board

A quorum for a Board meeting shall be equal to fifty percent (50%) of the number of Governors, plus one (1).

6.9 Voting

- (a) Questions arising at any meeting of the Board shall, unless otherwise required by this By-law, be determined by a majority of votes, and in the case of equality of votes the Chair shall not cast the deciding vote.
- (b) All votes at any such meeting shall be taken by ballot if so demanded by any Governor present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent.
- (c) A declaration by the Chair that a resolution has been carried and entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact

without proof of the number or proportion of the votes recorded in favour of or against such resolution.

6.10 Governor Dissent

A Governor is deemed to have consented to a resolution passed or action taken at a Board meeting or of a committee of Governors if:

- (a) the Governor was present at the meeting, unless,
 - (i) the Governor's dissent is entered in the meeting minutes;
 - (ii) the Governor requests that their dissent be entered in the meeting minutes;
 - (iii) the Governor gives their dissent to the meeting secretary before the meeting is terminated;
 - (iv) the Governor submits their written dissent immediately after the meeting is terminated to the College; or
- (b) the Governor was not present at the meeting and within seven (7) days after becoming aware of the resolution, the Governor has not,
 - (i) caused their written dissent to be placed with the meeting minutes; or
 - (ii) submitted their written dissent to the College.

A Governor who votes for or consents to a resolution is not entitled to dissent under this Section.

6.11 Adjournment

Any meetings 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. Notice of a meeting that continues an adjourned meeting of Governors is not required to be given if all of the following are announced at the time of the adjournment:

- (i) the time of the continued meeting;
- (ii) if applicable, the place of the continued meeting; and
- (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

Such adjournment may be made notwithstanding that no quorum is present.

ARTICLE 7 CONFLICT OF INTEREST

7.1 Conflict of Interest

Every Governor shall comply with the requirements in the ONCA regarding conflict of interest. Every Governor shall also comply with the Conflict of Interest Directive and any conflict of interest policy or code of conduct approved by the Board. In addition to the corporate disclosure requirements, the Board shall meet all applicable requirements set out in the *Charities Accounting Act* and its regulations regarding payments to a Governor or a “person connected to” a Governor (as defined in the *Charities Accounting Act* and its regulations).

7.2 Assessment Process

The Chair shall discuss a conflict of interest directly with any Governor that is perceived to be in conflict. If the Chair and the Governor cannot resolve the issue, the Board must determine by majority vote whether a conflict of interest exists.

ARTICLE 8 PROTECTION OF THE GOVERNORS AND OFFICERS

8.1 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 tortious act of any person, firm or corporation, including any person with whom or which any moneys, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the College or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the person’s respective office or trust or in relation thereto unless the same shall happen by or through the person’s own wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the College, provided that nothing herein shall relieve any Governor or officer of any liability imposed by statute.

8.2 Indemnification

- (a) Every Governor or officer or former Governor or officer of the College or an individual who acts or acted at the College’s request as a director or officer, or in a similar capacity, of another entity, shall be indemnified and saved harmless out of the College’s funds from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other

action or proceeding in which the individual is involved because of that association with the College or other entity.

- (b) The College may advance money to an individual referred to in Section 8.2(a) for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in Section 8.2(c).
- (c) The College shall not indemnify an individual under Section 8.2(a) unless:
 - (i) the individual acted honestly and in good faith with a view to the College's best interests or other entity for which the individual acts or acted at the College's request as a director or officer, or in a similar capacity, as the case may be; and
 - (ii) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

8.3 Insurance

Subject to applicable laws, including the OCAATA, the ONCA and the *Charities Accounting Act* and the regulations made thereunder, the College may purchase and maintain insurance for the benefit of a Governor or an officer, against any liability incurred by that individual in the individual's capacity as a Governor or an officer of the College, or, in the individual's capacity as a director or officer, or in a similar capacity, of another entity if the individual acts or acted in that capacity at the College's request.

ARTICLE 9 COMMITTEES

9.1 Committees

The Board may establish committees from time to time. The Board shall determine the duties of such committees. The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committee is established or in terms of reference adopted by the Board.

9.2 Committee Members

Unless otherwise provided by By-law or by Board resolution, the Board shall appoint the members of committees, the chair of each committee and, if desirable, the vice-chair thereof. The members of any committee need not be Governors of the College. The Chair and President shall be *ex officio* members of all committees.

9.3 Procedures at Committee Meetings

Procedures at and quorum for committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or by way of general committee regulations from time to time. The Board may fill any vacancies occurring from time to time in such committees and may abolish and from time to time reappoint any such committee. If required by the Board, minutes of the proceedings of any such committee shall be kept in a book or books for that purpose, which shall always be open for the inspection of any Governor. The minutes of each meeting of any such committee shall be read and approved, or amended, at the following Board meeting.

9.4 Delegation to a Committee

The Governors may delegate to any committee, any of the powers of the Governors other than the powers set out in Section 6.2(c).

9.5 Audit Committee

If the Board adopts an audit committee, the following provisions shall apply:

- (a) the audit committee shall be comprised of one or more Governors and a majority of the audit committee members must not be officers or Employees of the College or of any of its affiliates;
- (b) The audit committee shall review the College's financial statements before they are approved by the Governors; and
- (c) The auditor is entitled to notice of the time and place of any audit committee meeting.

ARTICLE 10 OFFICERS

10.1 Officers

There shall be a Chair, Vice-Chair, President and Secretary and such other officers as the Board may determine by resolution from time to time. Two or more offices of the College may be held by the same person.

10.2 Election of Chair and Vice-Chair

The Board shall annually elect from among its External Governors, a Chair and Vice-Chair and the Chair and Vice-Chair shall be eligible for re-election. In default of such election, the then incumbents, provided that they continue to be Governors, shall hold office until their successors are elected.

ARTICLE 11 DUTIES OF OFFICERS

11.1 Chair

The Chair shall, when present, preside at all meetings of the Board and shall be an *ex officio* voting member of all committees of the Board. The Chair shall have all the duties and responsibilities as may from time to time be assigned to them by the Board.

11.2 Vice-Chair

The Vice-Chair, or if there be more than one Vice-Chair, the Vice-Chair designated by the Board for that purpose, shall have such powers and perform such duties as may be assigned to them by the Board, and in the absence or inability or refusal to act of the Chair, shall perform all the duties and have all the powers of the Chair and if a Vice-Chair, or such other 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.

11.3 President

The Board shall delegate to the President, as chief executive officer, full authority to direct the business and affairs of College (except such matters and duties by law must be transacted or performed by the Board) and to appoint, classify, promote, suspend, transfer, reclassify or remove administrative, teaching and non-teaching personnel of College, or, may delegate to any such personnel any lesser power. The President shall conform to all lawful orders given by the Board and shall at all reasonable times provide to the Governors all information they may require regarding the affairs of College. The President shall not attend a part of the meeting of the Board during which the remuneration of the President is discussed and shall not vote on any matter relating to that remuneration. The President shall be an *ex officio* voting member of all committees of the Board.

11.4 Secretary

The Board shall appoint a Secretary who shall attend all meetings of the Board and record or delegate to be recorded all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall be responsible for giving all notices required to be given to the Governors. The Secretary 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 Secretary shall deliver up only when authorized by a resolution of the Board to do so, and to such person or persons as may be named in the resolution, and the Secretary shall perform such other duties as may from time to time be determined by the Board.

11.5 Other Officers

The duties of officers of the College shall be such as the terms of their engagement call for or as the Board and/or the President may require of them.

11.6 Vacancies

If the office of Chair, Vice-Chair, President, Secretary or any other Board officer becomes vacant for any reason, the Board shall elect or appoint an officer to fill such vacancy.

ARTICLE 12 FINANCIAL MATTERS

12.1 Financial Year

Unless otherwise determined by the Ministry, the Board or the OCAATA, the fiscal year of the College shall terminate on the 31st day of March in each year.

12.2 Securities

Any two (2) persons designated from time to time by the Board may transfer any and all shares, bonds, or other securities from time to time standing in the name of the College in their own or any other capacity, or as trustee or otherwise, and may accept in the name and on behalf of the College, transfers or shares, bonds or other securities from time to time transferred to the College, and may affix the corporate seal to any such transfers or acceptances or transfer, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of powers of attorney to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

12.3 Borrowing

The Board may from time to time:

- (a) borrow money on the credit of the College;
- (b) issue, sell or pledge securities of the College;
- (c) give a guarantee on behalf of the College to secure performance of an obligation of any person; and
- (d) mortgage, pledge or otherwise create a security interest in all or any property of College, owned or subsequently acquired, to secure any obligation of the College.

The Board may by resolution delegate the powers referred to in this Section to a Governor, a committee of Governors or an officer of the College.

12.4 Budget Approval

The Board shall ensure the College balances its budget every year. The Board shall not approve an annual budget prepared in respect of a fiscal year of College that would provide for an accumulated deficit at the end of such fiscal year without prior written approval of the Minister.

12.5 Auditors

Annually, the Board shall appoint one or more auditors licensed under the *Public Accounting Act, 2004* and be independent of the College, any of its affiliates, Governors and officers of the College and its affiliates, to review and audit the accounts and financial records of the College. The auditor shall be instructed to prepare, for submission to the Board and the Minister, an audited financial statement for the preceding fiscal year in accordance with guidelines issued by the Ministry. The Board shall fix the remuneration to be paid to the auditors so appointed.

ARTICLE 13 NOTICES

13.1 Method of Giving Notices

Whenever, under the provisions of this By-law of the College or pursuant to the provisions of the ONCA or the OCAATA, notice is required to be given to a Governor or an officer, such notice may be given by mail, courier or personal delivery, or by an electronic or similar communication facility, in each case addressed to the Governor or officer at their last address as recorded in the books of the College. The Secretary may change or cause to be changed the recorded address of any Governor or officer in accordance with any information believed by the Secretary to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility. Prior notice of any meeting of the Board shall be given to the public by any method deemed appropriate by the Board, including on notice boards on the College campus or on the College's website, as soon as practicable after the meeting is called.

13.2 Signature for Notices

The signature of any Governor or officer of the College to any notice or document to be given by the College may be written, stamped, typewritten or printed.

13.3 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 a notice shall be excluded and the date of the meeting or of the event shall be included.

13.4 Omissions and Errors

The accidental omission to give any notice to any Governor or officer of the College or any other person entitled thereto or the non-receipt of any notice by any Governor or officer or any other person entitled thereto, 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.

13.5 Waiver of Notice

Any Governor, officer or any other person entitled thereto may waive any notice required to be given to them under any provision of the ONCA, the OCAATA or this By-law, and such waiver, whether given before or after the meeting or other event of which notices are required to be given, shall cure any default in giving such notice.

ARTICLE 14 BY-LAWS

14.1 Public Accessibility

The By-law shall be accessible to the public during normal office hours of the College and, wherever possible, available to the public free of charge on the College's website.

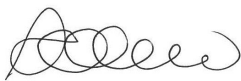
14.2 Amendments

A By-law or an amendment to a By-law passed by the Board shall have full force and effect from the time of the Board resolution.

14.3 Repeal

By-law No. 1 and any other By-laws of the College inconsistent herewith are, hereby, repealed and replaced with this By-law. Such repeal shall not affect the previous operation of any such By-law or affect the validity of any act done or right or privilege, obligation or liability required or incurred under such By-law prior to its repeal.

CERTIFIED to be By-law No. 1 of the College, as enacted by the Board by resolution dated
August 29, 2023.



Chair of the Board



Secretary