

LUTHER COLLEGE

Bylaws

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Section 1 – Interpretation, Application and Definitions

1.1 Definitions

In these Bylaws, unless the context otherwise requires:

- (a) **“Act”** means *The Luther College, Regina, Act, 2018*, as amended from time to time;
- (b) **“annual general meeting”** means an annual general meeting of the Members of the Corporation;
- (c) **“Board”** means the Board of Regents of the Corporation continued pursuant to section 7 of the Act;
- (d) **“Bylaws”** means these bylaws and any other bylaws of the Corporation as amended and which are in force and effect;
- (e) **“Chairperson”** means Chairperson of the Board appointed or elected pursuant to section 8.1 of these Bylaws;
- (f) **“Chaplains”** means the Chaplain of LCHS and the Chaplain of LCUR;

- (g) **“Committee”** means a standing or special committee of the Board;
- (h) **“Committee Chair”** means a chairperson of a Committee;
- (i) **“Committee Vice-Chair”** means a vice-chairperson of a Committee;
- (j) **“Corporate Secretary”** means the Corporate Secretary of the Corporation appointed or elected pursuant to section 8.1 of these Bylaws;
- (k) **“Corporation”** means the corporation continued as Luther College, Regina pursuant to section 3 of the Act;
- (l) **“Dean”** means the Dean of LCUR;
- (m) **“Director of Finance and Administration”** means the most senior financial administrator on staff of the Corporation;
- (n) **“Faculty”** means the teaching staff of the Corporation;
- (o) **“Faculty and Staff of the Corporation”** means the members of the teaching staff and all other employees of the Corporation;
- (p) **“LCHS”** means the campus at 1500 Royal Street, Regina;
- (q) **“LCUR”** means the campus at the University of Regina;
- (r) **“meeting”** means a regular meeting, annual general meeting or special meeting, as the case may be;
- (s) **“Member”** means a member of the Corporation in accordance with section 5 of the Act;
- (t) **“Members” or “Membership”** means the collective membership of the Corporation;
- (u) **“Officer”** means an officer of the Corporation, appointed or elected by the Board pursuant to section 8.1 of these Bylaws;
- (v) **“ordinary resolution”** means a motion or resolution passed by a majority of the votes cast by persons entitled to vote at the applicable meeting duly called for the purpose of considering the said motion or resolutions, unless the Act or these Bylaws otherwise require;
- (w) **“Principal”** means the Principal of LCHS;
- (x) **“President”** means the President of the Corporation appointed in accordance with section 17 of the Act;

- (y) **“Regent”** means a member of the Board elected to serve pursuant to section 9 of the Act or appointed by the Board pursuant to section 11 of the Act, who is a Regent for the purpose of corporate law;
- (z) **“special resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast by persons entitled to vote at the applicable meeting duly called for the purpose of considering the said motion or resolution, unless the Act or these Bylaws otherwise require;
- (aa) **“Staff”** means a non-faculty employees of the Corporation;
- (bb) **“Treasurer”** means the Treasurer of the Corporation appointed pursuant to section 8.1 of these Bylaws;
- (cc) **“Vice-Chairperson”** means the Vice Chairperson of the Board appointed pursuant to section 8.1 of these Bylaws.

1.2 Interpretation

In the interpretation of these Bylaws, unless the context otherwise requires, the following rules shall apply:

- (a) words importing the singular number only will include the plural and *vice versa* and words importing one gender shall be interpreted to include all genders;
- (b) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person;
- (c) the word “including” shall be interpreted to mean “including without limitation,” and shall not be interpreted as limiting any words which precede it by reference to the specific words which follow it;
- (d) if any of the provisions contained in these Bylaws are inconsistent with those contained in the Act, the provisions contained in the Act, as the case may be, shall prevail; and
- (e) the insertion of headings in these Bylaws and the division of these Bylaws into sections and subsections are for convenience of reference only and shall not affect the interpretation of these Bylaws.

1.3 Operating Guidelines and General Procedures

The Board may adopt, amend, or repeal by resolution any such Operating Guidelines and General Procedures that are not inconsistent with the Act or the Bylaws of the Corporation including but not limited to such matters as terms of reference of Committees, duties of Officers, duties of Regents and conflict of interest, as well as procedural and other requirements relating to the

Bylaws as the Board may deem appropriate from time to time. Any Operating Guidelines and General Procedures adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent ordinary resolution of the Board.

Section 2 – Membership

2.1 Membership

2.1.1 There shall be one class of Members in the Corporation. Membership in the Corporation shall be available only to the persons mentioned in this section.

2.1.2 There shall be no membership fee for Membership in the Corporation.

2.1.3 In accordance with section 5 of the Act, the Corporation consists of:

- (a) the President by virtue of his or her office;
- (b) the current members of the Board by virtue of their positions on the Board;
- (c) at least eight former members of the Board as may become Members of the Corporation in accordance with the Bylaws;
- (d) at least ten persons who are representative of the Evangelical Lutheran Church in Canada, or its successor organization, as may become Members of the Corporation in accordance with the Bylaws; and
- (e) at least three other persons as may become Members of the Corporation in accordance with the Bylaws.

Former Members of the Board

2.1.4 For the purposes of clause 5(c) of the Act, a former member of the Board shall become a Member of the Corporation if the former member has:

- (a) served on the Board for at least one full term;
- (b) served on the Board within the immediate past 12 years; and
- (c) provided written or electronic confirmation to the Corporate Secretary of his or her willingness to serve as a Member of the Corporation.

Representatives of the Evangelical Lutheran Church in Canada

2.1.5 For the purposes of clause 5(d) of the Act, the following persons shall become Members of the Corporation as representatives of the Evangelical Lutheran Church in Canada:

- (a) the national Bishop of the Evangelical Lutheran Church in Canada by virtue of his or her office;
- (b) the Bishop of the Saskatchewan Synod of the Evangelical Lutheran Church in Canada by virtue of his or her office;
- (c) the senior pastor, or equivalent, of each of the Regina congregations of the Evangelical Lutheran Church in Canada by virtue of their positions;
- (d) the chairperson, or equivalent, of each of the Regina congregations of the Evangelical Lutheran Church in Canada by virtue of their positions; and
- (e) not more than six persons who are members of the Evangelical Lutheran Church in Canada and who are selected by the Bishop of the Saskatchewan Synod of the Evangelical Lutheran Church in Canada from Saskatchewan congregations, other than Regina congregations, of the Evangelical Lutheran Church in Canada.

Other Members of the Corporation

2.1.6 For the purposes of clause 5(e) of the Act, the following persons shall become Members of the Corporation:

- (a) the President of the Luther University Student Association by virtue of his or her office;
- (b) the President of the LCHS Parents' Association by virtue of his or her office;
- (c) one full-time LCUR Faculty member selected by the members of the LCUR Faculty;
- (d) one full-time LCHS Faculty member selected by the members of the LCHS Faculty;
- (e) one full-time LCUR Staff member selected by the members of the LCUR Staff;
- (f) one full-time LCHS Staff member selected by the members of the LCHS Staff.

Assignment to a Category of Membership

2.1.7 If a person meets the criteria for Membership in the Corporation in more than one category of membership, the Corporate Secretary shall assign the Member to one of the Membership categories and the person shall be a Member of the Corporation in accordance with the assigned category and not under any of the remaining categories of Membership.

2.2 Term of Membership

Term for President and Current Members of the Board

2.2.1 In accordance with subsection 6(1) of the Act, the President and the current members of the Board shall hold office as Members of the Corporation until they cease to hold the positions that qualify them for membership.

Term of Membership for Former Members of the Board

2.2.2 The term of office as a Member of the Corporation for a former member of the Board shall:

- (a) commence on the date specified by the former member of the Board in the written or electronic confirmation provided to the Corporate Secretary of his or her willingness to serve as a Member of the Corporation in accordance with clause 2.1.4(c) of these Bylaws; and
- (b) end at the close of the twelfth annual general meeting following the date the former member ceased to be a member of the Board.

Term of Membership for Representatives of the Evangelical Lutheran Church in Canada

2.2.3 The persons mentioned in clauses 2.1.5 (a) to (d) of these Bylaws shall hold office as Members of the Corporation until they cease to hold the positions that qualify them for membership.

2.2.4 The term of office for a person mentioned in clause 2.1.5(e) of these Bylaws as a Member of the Corporation shall be one year.

2.2.5 The term mentioned in section 2.2.4 shall commence on July 1 in the year in which the person is selected as a Member of the Corporation and end on June 30 of the following year.

2.2.6 A person mentioned in clause 2.1.5(e) of these Bylaws is eligible for reappointment or reselection as a Member of the Corporation.

Term of Membership for Other Members

2.2.7 The term of office for a person mentioned in section 2.1.6 of these Bylaws as a Member of the Corporation shall be one year.

2.2.8 The term mentioned in section 2.2.7 shall commence on July 1 in the year in which the person is selected as a Member of the Corporation and end on June 30 of the following year.

2.2.9 A person mentioned in section 2.1.6 of these Bylaws is eligible for reappointment or reselection as a Member of the Corporation.

2.3 Register of Members

- 2.3.1 The Corporate Secretary shall keep a register of all Members and their addresses, including the electronic mail addresses of each Member of the Corporation, the date upon which the person became a Member of the Corporation and the category of membership to which the Member belongs.
- 2.3.2 A Member shall notify the Corporation in writing or electronic form of any change of address and the address shown on the register is, for all purposes deemed to be the correct address of the Member.
- 2.3.3 The termination of the membership of any Member shall be recorded in the register, together with the date of termination of such membership.

2.4 Record Date

- 2.4.1 The record date for the determination of the Members entitled to vote at the meeting of the Members of the Corporation shall be the close of business on the day before the day on which notice of the meeting is given.
- 2.4.2 Members as of the record date will be used to determine quorum and voting privileges at the meeting of the Members of the Corporation.

2.5 Rights of Members

- 2.5.1 A Member shall be entitled to receive notice of, attend, participate, and vote at all meetings of the Members of the Corporation.
- 2.5.2 Subject to section 2.4 and 3.12 of these Bylaws, each Member shall be entitled to one vote at a meeting of the Members of the Corporation.
- 2.5.3 Membership in the Corporation shall not be transferable.

2.6 Termination of Membership

- 2.6.1 Membership in the Corporation is terminated when:
 - (a) the Member dies;
 - (b) the Member resigns by delivering a written resignation to the Corporate Secretary in which case such resignation shall be effective at the time the resignation is received by the Corporation or at the time specified in the resignation, whichever is later;
 - (c) the Member fails to maintain any qualifications for Membership described in the Act or these Bylaws;

- (d) the Member's term as a Member of the Corporation expires; or
 - (e) the Corporation is liquidated or dissolved.
- 2.6.2 Subject to the Act, upon any termination of membership, the rights of the Member of the Corporation automatically cease to exist.

Section 3 – Meetings of Members of the Corporation

3.1 Annual General Meeting

- 3.1.1 The Corporation shall hold an annual general meeting of the Members of the Corporation at a time and place to be determined by the Board no more than 15 months after the last annual general meeting.
- 3.1.2 The business transacted at the annual general meeting shall include:
- (a) receipt of the agenda;
 - (b) receipt of the minutes of the previous annual general meeting and any subsequent special meetings;
 - (c) receipt of a report on the activities of the Corporation;
 - (d) receipt of the financial statements for the preceding fiscal year and the report of the auditor;
 - (e) appointment of the auditors of the Corporation;
 - (f) election of Regents;
 - (g) approval of new bylaws, amendments to bylaws or repeal of bylaws; and
 - (h) such other business as may be set out in the notice of meeting.
- 3.1.3 No other item of business shall be included on the agenda for the annual general meeting unless notice has been given to the chair of the meeting or the Corporate Secretary prior to the giving of notice of the annual general meeting in accordance with these Bylaws, so that such item of new business can be included in the notice of the annual general meeting.

3.2 Special Meetings

- 3.2.1 The Chairperson may call a special meeting of the Members at any time.
- 3.2.2 A special meeting of the Members shall also be held on the written request of not less than

ten of the Members of the Corporation. Such written requests for a special meeting shall be given to the Corporate Secretary.

3.3 Place of Meetings

Meetings of Members shall be held in Regina, Saskatchewan.

3.4 Notice of Meeting to Members

- 3.4.1 Notice of the date, time and place of a meeting of Members shall be given to each Member not less than 14 days or more than 50 days before the day on which the meeting is to be held.
- 3.4.2 Notice of any meeting shall be given by telephone, electronic means or other communication means. If a Member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.
- 3.4.3 Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.
- 3.4.4 Notice of each meeting must remind the Member of the right to vote by proxy.

3.5 Rules governing meetings

The rules of Bourinot's Rules of Order (latest edition) shall govern the meetings of the Members, except as otherwise provided in these Bylaws.

3.6 Adjournment

- 3.6.1 The chair of any meeting of the Members may with the consent of the majority of the Members at the meeting adjourn the meeting to a fixed time and place.
- 3.6.2 Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the original meeting.

3.7 Waiver of Notice

- 3.7.1 A Member entitled to attend a meeting may in any manner and at any time waive notice of the meeting.
- 3.7.2 The attendance of a person at a meeting is a waiver of notice of the meeting, except where the person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

3.8 Persons entitled to be Present

The only persons entitled to be present at a meeting of the Members of the Corporation shall be those entitled to vote at the meeting and the auditor of the Corporation. Any other person may be admitted only on the invitation of the chair of the meeting of the Members or by ordinary resolution of the Members of the Corporation.

3.9 Chair of the Meeting

The Chairperson shall be the chair of the meeting of the Members. If the Chairperson is absent or unable to act, then the Vice-Chairperson shall chair the meeting of the Members. If the Chairperson and Vice-Chairperson are absent or unable to act, then the Members present shall appoint by ordinary resolution another Regent as chair of the meeting.

3.10 Quorum at Meetings

A quorum for the transaction of business at a meeting is 15 Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.11 Voting at Meetings

3.11.1 Subject to section 2.4 and 3.12 of these Bylaws, each Member present at a meeting shall have the right to exercise one vote. The Chair of the meeting shall be entitled to vote on every motion. If a vote on a motion is tied, the motion is defeated.

3.11.2 Voting shall be by a show of hands unless a ballot is demanded by a Member or proxy holder.

3.12 Proxy Voting at Meetings

3.12.1 A Member entitled to vote at a meeting of the Members may vote by proxy by appointing in writing or electronic form a proxy holder, who is not required to be a Member, to attend and act at the meeting with the authority conferred by the proxy subject to the following requirements:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (b) a proxy shall contain at least the following information:
 - (i) the name of the Member;
 - (ii) the name of the proxy holder;

- (iii) the meeting for which the proxy is given, including its scheduled date;
 - (iv) a description of the general and discretionary power provided to the proxy holder;
 - (v) the Member's signature, or in the case of an electronic proxy, an electronic signature or other clear indication of the Member's intent to grant the proxy;
- (c) a proxy is valid only if it is given to the Corporate Secretary before the commencement of the meeting for which the proxy is to be used;
 - (d) a Member may revoke a proxy by sending a signed notification to this effect to the Corporate Secretary, no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; and
 - (e) a proxy holder has the same rights as the Member by whom he or she was appointed, including the right to participate at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and to vote at the meeting by way of a show of hands.
- 3.12.2 A person other than a Member may not hold more than one proxy vote at any meeting. A Member present at a meeting may hold one proxy vote at the meeting, in addition to that Member's right to exercise one vote at the meeting.

3.13 Votes to Govern at Members' Meetings

At any meeting of the Members every question shall, unless otherwise provided by the Act or these Bylaws, be determined by a majority of the votes cast on the questions. If a vote on a motion is tied, the motion is defeated.

3.14 Participation by Teleconference or Electronic Means at Members' Meetings

- 3.14.1 If the Board chooses to make available teleconference, electronic or other communication means that permit all participants to communicate adequately with each other during a meeting of the Members, any person entitled to attend such meeting may participate in the meeting by means of such teleconference, electronic or other communication means in the manner determined by the Board.
- 3.14.2 A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of these Bylaws, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any teleconference, electronic or other communication means that the Corporation has made available for that purpose.

3.15 Members' Meeting Held Entirely by Electronic Means

The Board may determine that a meeting of the Members shall be held entirely by means of a teleconference, electronic or other communication means that permits all participants to communicate adequately with each other during the meeting.

3.16 Minutes of the Meeting

The Corporate Secretary shall ensure that minutes are kept of all regular and special meetings of the Corporation.

Section 4 – Board of Regents

4.1 Responsibilities of the Board

In accordance with section 12 of the Act, the Board is responsible for managing the affairs and business of the Corporation.

4.2 Composition of the Board

For the purposes of subsection 8(1) of the Act, the Board shall consist of 18 Regents.

4.3 Qualifications of Regents

4.3.1 The following persons are disqualified from being a Regent:

- (a) anyone who is less than 18 years of age;
- (b) anyone who has been found to lack capacity by a court in Canada or elsewhere;
- (c) a person who is not an individual;
- (d) a person who has the status of bankrupt.

4.3.2 At least one Regent must reside in Saskatchewan.

4.3.3 At least 25% of the Regents must be Canadian residents.

4.4 Nomination of Regents

4.4.1 The Board shall serve as the nominating committee and nominate individuals for election to the Board to fill any vacancies in accordance with the nominating policy or procedure the Board determines from time to time.

- 4.4.2 The Board shall present a nominee for each vacancy on the Board.
- 4.4.3 There will be no nominations accepted from the floor at the annual general meeting.
- 4.4.4 A Member may at any time make suggestions of potential candidates to be considered by the Board for nomination. However, the Board as the nominating committee makes the final determination of the individuals nominated for election as Regents at the annual general meeting.
- 4.4.5 The consent of each candidate must have been obtained in writing or electronic form prior to nomination.

4.5 Election of Regents

- 4.5.1 Regents shall be elected by the Members by ordinary resolution at an annual general meeting.
- 4.5.2 The Members shall elect Regents individually in the manner determined by the chair of the meeting.
- 4.5.3 Every election of Regents shall be carried out with reference to the report of the Board as the nominating committee and shall be in conformity with the requirements as to Board composition set forth in the Act, sections 4.2 of these Bylaws and the eligibility criteria and qualifications of Regents set forth in sections 4.3 and 4.4 of these Bylaws.
- 4.5.4 Vacancies in the membership of the Board may be filled in accordance with subsection 11(1) of the Act.

4.6 Term of Office for Regents holding office on the coming into force of the Act

- 4.6.1 Regents who were members of the Board on the day before the coming into force of the Act shall:
 - (a) in accordance with section 32 of the Act, continue to hold office as Regents for the remainder of the terms for which they were appointed pursuant to the Act to incorporate Luther College, Regina (“predecessor Act”), and
 - (b) in accordance with this section of these Bylaws, continue to hold office as Regents after the expiry of the terms for which they were appointed pursuant to the predecessor Act until the close of the annual general meeting immediately following the expiry of their terms, unless they resign or are replaced pursuant to the Act or these Bylaws.

4.7 Term of Office for Regents elected after the coming into force of the Act

- 4.7.1 A Regent elected pursuant to section 9 of the Act shall take office immediately following the close of the annual general meeting at which he or she is elected.

- 4.7.2 A Regent shall be elected to hold office for a term expiring not later than the close of the fourth annual general meeting following his or her election.
- 4.7.3 In accordance with subsection 10(2) of the Act, a Regent shall not hold office for more than two consecutive terms, but is eligible for reappointment or re-election after one year's absence from the Board.

4.8 Ceasing to hold Office

- 4.8.1 A Regent ceases to hold office when he or she:
- (a) dies or resigns;
 - (b) becomes disqualified pursuant to section 4.3 of these Bylaws;
 - (c) is removed in accordance with section 4.9 of these Bylaws;
- 4.8.2 A resignation of a Regent becomes effective at the time a written resignation is sent to the Corporation, or at the time specified in the resignation, whichever is later.

4.9 Removal of Regents

- 4.9.1 The Members of the Corporation may, by special resolution, at any meeting of the Members remove any Regent from office.
- 4.9.2 A vacancy created by the removal of a Regent may be filled at the meeting of the Members at which the Regent is removed or, if not so filled, may be filled pursuant to subsection 11(1) of the Act.

Section 5 – Board Meetings

5.1 Regular Meetings

- 5.1.1 The Board may decide to hold regular meetings by adopting a resolution stating the date, hour and place of the regular meetings and no further notice of those meetings shall be required.
- 5.1.2 At a minimum, regular meetings will be held quarterly and at such other times as are necessary to conduct the business of the Board.

5.2 Special Meetings

- 5.2.1 The Chairperson or the President may call a special meeting of the Board at any time.

- 5.2.2 The Chairperson shall call a special meeting at the written or electronic request of at least four Regents.
- 5.2.3 Written or electronic notice of the time, location and the business to be transacted at the meeting must be given to each Regent at least ten days before the day of the special meeting.
- 5.2.4 Only those items mentioned in the notice of a special meeting may be put before the Board at a special meeting.

5.3 Agenda and Material for Regular Meetings

- 5.3.1 The Chairperson, in consultation with the President, shall prepare the agenda and items of business to be considered at regular Board meetings. Any Regent may suggest items for the agenda. The agenda for each regular Board meeting shall include a President's Report and a Finance Report. The Board may at any time revise its agenda by adding, deleting, deferring or amending any item.
- 5.3.2 The agenda shall be distributed to the Regents at least one week prior to the regular meeting of the Board. The Chairperson is responsible for ensuring that all information needed to deal with issues on the agenda is provided to the Regents. The Regents may also consider and act upon items for which they have not had such notice.
- 5.3.3 Agenda material, including all material to be presented and discussed at the Board meeting, shall be provided by electronic means, or if appropriate, in print.

5.4 Meeting by teleconference, electronic or other communication means

Unless otherwise provided, Regents may meet by teleconference, electronic or other communication means. Teleconference, electronic or communication means must permit all persons participating in the Board meeting to simultaneously hear each other's communications during the meeting. A Regent participating by teleconference, electronic or other communication means is deemed to be present at the meeting.

5.5 Attendance at meetings

- 5.5.1 Regents and the President shall have the right to attend and speak at all Board meetings. In addition, the following persons may be invited by the Chairperson to attend Board meetings as invitees:
 - (a) The Principal;
 - (b) The Dean;
 - (c) The Director of Finance and Administration;
 - (d) The Chaplains.

5.5.2 The President shall represent the Faculty and Staff of the Corporation to the Board and may recommend to the Chairperson that members of the Faculty and Staff of the Corporation attend the Board meetings as invitees. The Chairperson may invite any other persons to attend Board meetings as invitees.

5.6 Rules governing meetings

The rules of Bourinot's Rules of Order (latest edition) shall govern the meetings of the Board, except as otherwise provided in these Bylaws or as determined by the Board.

5.7 Quorum

At all meetings of the Board, a majority of the Regents shall constitute a quorum for the transaction of business. The action of a majority of the Regents present at any meeting shall be the action of the Board. A quorum must be present throughout the duration of the meeting.

5.8 Voting

5.8.1 Except where a conflict of interest exists, each Regent shall have the right to vote on all motions put to the Regents of the Board provided that the Regent is present at the meeting at which the motion is put.

5.8.2 The President shall have the right to attend and speak at meetings, but shall not have the right to vote on any motions put before the Board.

5.8.3 All persons invited to attend a meeting shall be permitted to attend and speak at the discretion of the Chairperson but shall not have a vote on any motions put before the Board.

5.8.4 Unless otherwise provided, every motion submitted to a meeting shall be decided by a majority of the votes cast by voting Regents present at the meeting. The Chairperson shall be entitled to vote on every motion. If a vote on a motion is tied, the motion is defeated.

5.9 Dissent

5.9.1 A Regent who is present at a Board meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless:

- (a) the Regent requests that his or her dissent be recorded in the minutes of the meeting;
- (b) the Regent gives his or her dissent to the Chairperson and the Corporate Secretary before the meeting is terminated; or
- (c) the Regent submits his or her dissent immediately after the meeting is terminated to the Chairperson and the Corporate Secretary.

- 5.9.2 A Regent who votes for or consents to a resolution is not entitled to dissent pursuant to this section.
- 5.9.3 A Regent who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the Regent:
- (a) causes his or her dissent to be placed with the minutes of the meeting; or
 - (b) submits his or her dissent to the Chairperson and the Corporate Secretary.

5.10 *In camera* sessions of the Board

- 5.10.1 In its discretion, the Board may consider any matter by way of an *in camera* session where only the Regents may be present. The Board may invite others to attend the *in camera* session if the Chairperson considers it appropriate to include such other persons based on the content of the discussion. For greater certainty, but without limiting the foregoing, the Board may meet *in camera* to discuss matters concerning personnel, finance, the acquisition or disposal of property and any other matters the disclosure of which might be prejudicial to the Corporation or to an individual (unless the consent of that individual to the discussions of such matters in an open forum is first obtained).
- 5.10.2 If the Board meets in an *in camera* session, it shall be for the purpose of discussion only. No vote of the Regents shall be taken during an *in camera* session, except to recess, adjourn or come out of the *in camera* session. At the conclusion of the *in camera* session, the Board may return to the session of the meeting to vote on any matters discussed during the *in camera session* and to record the vote or action taken in the minutes of the meeting.
- 5.10.3 If the Board meets in an *in camera* session all matters discussed in that session are confidential.

5.11 Minutes

- 5.11.1 The Corporate Secretary shall ensure that minutes are kept of all regular and special meetings of the Board. The minutes of regular and special meetings of the Board shall summarize the discussions and recommendations that have occurred and the action taken during the meeting. A record of discussions held *in camera* at meetings of the Board shall not be included in the minutes, except to indicate that such discussion took place. The minutes shall include all resolutions approved by the Board at the meeting. Regent comments and the votes of Regents shall not be recorded in the minutes unless a Regent specifically requests that the votes be recorded in the minutes.
- 5.11.2 The Chairperson, the President and the Corporate Secretary shall review the minutes to ensure that the minutes accurately reflect the proceedings of the Board meeting. The minutes shall be made available to all Regents as soon as possible after each meeting and submitted to the next meeting of the Board for approval by the Board. After being

approved by the Board, the minutes shall be signed by the Chairperson and Corporate Secretary. The approved minutes serve as the official record of the Board meeting.

5.12 Confidentiality

- 5.12.1 All material and matters discussed at a Board Meeting, resolutions and minutes of Board meetings shall remain confidential to the Regents and all others attending the meeting, unless otherwise authorized by the Chairperson.
- 5.12.2 Notwithstanding an authorization by the Chairperson, the Board may declare that any material or matters discussed at a Board meeting, resolutions or minutes of Board meetings must remain confidential.
- 5.12.3 Notwithstanding any other provision of these Bylaws, the President may share the full audited financial statements with any person, firm or corporation that requires a copy to facilitate business with the Corporation.

5.13 Reporting and Communications

- 5.13.1 After each Board meeting the President will report on the events of the Board meeting to the Faculty and Staff of the Corporation unless the Board directs otherwise.
- 5.13.2 Publication and reporting on the proceedings of the Board shall be made only by the Chairperson or the President.
- 5.13.3 Only the Chairperson and the President shall have authority to speak on behalf of the Corporation.

Section 6 – Committees

6.1 Committees

- 6.1.1 The Board may from time to time establish any committee it determines necessary for the execution of the Board's responsibilities. Committees may have non-Regents as members.
- 6.1.2 The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.
- 6.1.3 Any such committee may formulate its own rules of procedure, subject to such rules and directions as the Board may from time to time make.

Section 7 - Financial

7.1 Banking

The Board shall by resolution from time to time designate the banks in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

7.2 Financial Year

The financial year of the Corporation ends on June 30 in each year or on such other date as the Board may from time to time by ordinary resolution determine.

Section 8 - Officers

8.1 Officers

8.1.1 The Board shall appoint or elect from among the Regents a Chairperson, Vice-Chairperson, Corporate Secretary and Treasurer.

8.1.2 The Board may appoint or elect such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

8.2 Term of office

The term of office of the Chairperson, Vice-Chairperson, Corporate Secretary and Treasurer shall be for the term of office specified in the appointment and the Officers shall hold office until their successors are elected or appointed. An Officer may serve a maximum of two consecutive terms.

8.3 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

8.4 Duties

Officers shall be responsible for the duties assigned to them by the Board and they may delegate to others the performance of any or all of such duties.

Section 9 - Indemnity and Protection of Regents, Officers and Others

9.1 Indemnification of Regents and Officers

9.1.1 The Corporation hereby indemnifies each person who from time to time is a Regent or Officer of the Corporation against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, ("losses") which are incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Regent or Officer of the Corporation where:

- (a) he or she acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

9.1.2 The Corporation, with the approval of the court, indemnifies each person who from time to time is a Regent or Officer of the Corporation in respect of an action by or on behalf of the Corporation to procure a judgment in its favour, to which any such person is made a party by reason of being or having been a Regent or Officer of the Corporation, against all costs, charges and expenses reasonably incurred by him or her in connection with such action if he or she fulfils the conditions set out above.

9.1.3 Each such person is so indemnified in respect of such losses whether he or she is acting as a Regent or Officer of the Corporation at the time such losses are incurred by him or her or he or she has ceased to be such Regent or Officer, and includes his or her heirs and legal representatives.

9.2 Insurance

The Board may cause the Corporation to purchase and maintain insurance for the benefit of any person who is or was serving as a Regent, Officer, employee or agent of the Corporation, and his or her heirs or personal representatives against any liability incurred by him or her as such Regent, Officer, employee or agent of the Corporation.

Section 10 - Conflict of Interest

10.1 Conflict of Interest

- 10.1.1 The Regents and Officers of the Corporation are bound by any Code of Conduct and Conflict of Interest Guidelines, which the Board may approve from time to time, provided, however, that in the event of inconsistency between such Code and these Bylaws, the provisions contained in these Bylaws shall prevail.
- 10.1.2 A Regent or Officer of the Corporation shall disclose any potential conflicts of interests, real or perceived, to the Board immediately and refrain from taking part in any discussion or vote in relation to the matter, and withdraw from the meeting when the matter is being discussed.
- 10.1.3 No Regent or Officer shall vote on any matter under consideration at a Board or Committee meeting in which such Regent or Officer has a conflict of interest. The minutes of such meeting shall reflect that the Regent or Officer having a conflict of interest abstained from voting.
- 10.1.4 Any Regent or Officer, who is uncertain whether he or she has a conflict of interest in any matter may request the Board or Committee, as the case may be, to determine whether a conflict of interest exists, and the Board or Committee shall resolve the question by majority vote. A Regent who has made such a request shall not vote to resolve the question of whether a conflict of interest exists.

Section 11 - Notices

11.1 Service

Any notice required to be sent to any Member or Regent or to the auditor shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Regent at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given, then to the last address of such Member or Regent known to the Corporate Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing or electronic form of the person entitled thereto.

11.2 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

11.3 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 12 - General

12.1 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a Corporate Seal is approved by the Board, the Corporate Secretary shall be the custodian of the corporate seal.

12.2 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

13.1 Section 13 – Adoption, Amendment and Repeal of Bylaws by Ordinary Resolution

13.1.1 Subject to the Act and section 13.2 of these Bylaws, the Board may make, amend or repeal any Bylaws governing the affairs and activities of the Corporation.

13.1.2 In accordance with section 25 of the Act, the Board shall submit the Bylaw, amendment or repeal of the Bylaw to the Members at the next annual general meeting, and the Members may confirm, reject or amend the bylaw, amendment or repeal by ordinary resolution.

13.2 Amendment of Bylaws by Special Resolution

In accordance with section 26 of the Act, a special resolution of the Members is required to make an amendment to the Bylaws to:

- (a) change the manner of determining Members of the Corporation;
- (b) create a new class or group of Members;
- (c) change a condition required for being a Member;

- (d) change the designation of any class or group of Members or add, change or remove any rights or conditions of any such class or group;
- (e) change the manner of electing Regents;
- (f) change the manner of giving notice to Members entitled to vote at a meeting of the Members; or
- (g) change the method of voting by Members not in attendance at a meeting of the Members.