

**GEORGIAN COLLEGE
BOARD OF GOVERNORS**

BOARD BY-LAWS

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BY-LAW NO. 2: Sale of Part of Lot 12, Orillia

BY-LAW NUMBER 2

of

THE BOARD OF GOVERNORS OF
THE GEORGIAN COLLEGE OF APPLIED ARTS AND TECHNOLOGY

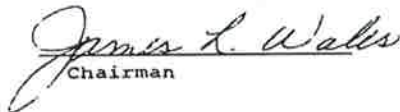
A By-law authorizing the sale of Part of Lot 12, in Concession 3, (formerly in the Township of South Orillia), now in the City of Orillia, in the County of Simcoe

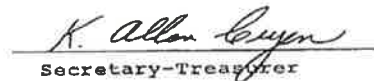
BE IT ENACTED as a special by-law of the Corporation as follows:

- 1) THAT The Board of Governors of The Georgian College of Applied Arts and Technology do sell to The Corporation of the City of Orillia, Part of Lot 12, in Concession 3, formerly in the Township of South Orillia, now in the City of Orillia, in the County of Simcoe and Province of Ontario for the sum of \$6,000.00 for certain work to be done by the Orillia Water, Light and Power Commission for The Board of Governors of The Georgian College of Applied Arts and Technology.
- 2) THAT the Secretary-Treasurer, K. Allan Cuzen, and the Chairman, James L. Wales, be and they are hereby authorized for and on behalf of The Board of Governors of The Georgian College of Applied Arts and Technology to execute and deliver under the corporate seal of the Corporation all things necessary to complete the sale.

ENACTED at Barrie this 15th day of June, 1979,
By The Board of Governors of The Georgian College of Applied Arts and Technology.

WITNESS the corporate seal of the Corporation.


Chairman


Secretary-Treasurer

CORPORATE SEAL

**THE GEORGIAN COLLEGE
OF APPLIED ARTS AND TECHNOLOGY**

BY-LAW NO. 14: ADVISORY COMMITTEES

being a by-law relating generally to the structure, terms of reference
and procedures of the program advisory committees of
The Georgian College of Applied Arts and Technology

WHEREAS By-Law No. 1, 3 and 4 of the College were repealed by by-law dated the 6th day of December, 1990.

AND WHEREAS By-Law No. 5 of the College was repealed by by-law dated the 23rd day of June, 1999.

AND WHEREAS By-Law No. 2 is a by-law of the College dated the 15th day of June, 1979, authorizing the sale of certain lands situated in the City of Orillia.

AND WHEREAS By-Law No. 6 is a by-law of the College dated the 6th day of December, 1990 respecting the borrowing of money, the issuing of securities and the securing of liabilities of the College.

AND WHEREAS By-Law No. 7 of the College was repealed by by-law dated the 26th day of March, 2005.

AND WHEREAS By-Law No. 8 of the College was repealed by by-law dated the 25th of May, 2006.

AND WHEREAS By-Law No. 9 of the College was repealed by by-law dated the 28th day of May, 2009.

AND WHEREAS By-Law No. 10 of the College was repealed by by-law dated the 31st day of March, 2011.

AND WHEREAS By-Law No. 11 is a by-law of the College dated the 11th day of March, 2005 relating generally to the procedures for the election of students, academic staff members, administrative staff members and support staff members to the Board of Governors of The Georgian College of Applied Arts and Technology.

AND WHEREAS By-Law No. 12 is a by-law of the College dated the 25th day of May, 2006 relating generally to the transaction of the affairs of the College.

AND WHEREAS By-Law No. 13 is a by-law of the College dated the 28th day of May, 2009 relating generally to the structure, composition, terms of reference and procedures for the advisory college council of the College.

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

INTERPRETATION

1. DEFINITIONS

In this By-Law, unless the context otherwise specifies or requires:

- (a) **“academic staff member”** means a person who is employed by the College as a teacher, counsellor or librarian;
- (b) **“administrative staff member”** means a person who is employed by the College and who is not an academic staff member, a support staff member or a student;
- (c) **“Advisory Committee”** means a committee appointed by the Board of Governors for a Program of Instruction;
- (d) **“Board of Governors”** means the board of directors of the College;
- (e) **“By-Law”** means any By-Law of the College from time to time in force and effect;
- (f) **“Chair”** means the Chair of an Advisory Committee;
- (g) **“College”** means “The Georgian College of Applied Arts and Technology” established by the OCAAT Regulation in accordance with the OCAAT Act as an agency of the Crown;
- (h) **“Member”** means a voting or non-voting member of an Advisory Committee;
- (i) **“Minister”** means the Minister of Colleges and Universities;
- (j) **“OCAAT Act”** means the *Ontario Colleges of Applied Arts and Technology Act, 2002*, S.O. 2002, c. 8, Schedule F as from time to time amended and every statute that may be substituted for such Act;
- (k) **“OCAAT Regulation”** means O. Reg. 34/03 made under the OCAAT Act as from time to time amended;

- (l) “**program of instruction**” has the meaning ascribed to such term in section 1 of the OCAAT Regulation, namely, a group of related courses leading to a diploma, certificate or other credential awarded by the College, as such term may be amended from time to time;
- (m) “**staff member**” means a full-time, part-time or contract academic staff member, administrative staff member or support staff member;
- (n) “**student**” means a person who is enrolled in a course or Program of Instruction in the College; and
- (o) “**support staff member**” means 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.

2. INTERPRETATION

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

- (a) all undefined terms contained in this By-Law which are defined in the OCAAT Act or the OCAAT Regulation shall have the meanings given to such terms in the OCAAT Act or the OCAAT Regulation, as applicable;
- (b) words expressing the singular number shall include the plural and words expressing any gender shall include all genders and references to “persons” shall include corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- (c) the headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of this By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

3. POLICY DIRECTIVES

The OCAAT Act provides that the College is bound by policy directives issued by the Minister in relation to the manner in which the College carries out its objects or conducts its affairs.

ADVISORY COMMITTEES

4. ESTABLISHMENT

In accordance with paragraph 39 of By-Law No. 17 of the College and the “Framework for Programs of Instruction”, the Board of Governors shall ensure that Advisory Committees for programs of instruction are appointed.

5. RESPONSIBILITIES

An Advisory Committee shall:

- (a) provide advice to the College on existing programs of instruction and the development of new related programs of instruction;
- (b) advise the academic staff members, students and administrative staff members on matters related to programs (e.g., design content, resources, graduate profile, environmental scan) and any other initiatives relating to the program of instruction to which the Advisory Committee relates;
- (c) report annually to the Board of Governors on matters related to the Advisory Committee’s progress and its ongoing activities;
- (d) advise the College on the suitability of facilities and/or learning resources, including equipment, as they relate to the learning outcomes within the program of instruction to which the Advisory Committee relates;
- (e) advise on the availability and suitability of College services, resources and industry support for all work experience components (e.g., co-op, clinical, field placement, internship and apprenticeship opportunities) for the program of instruction to which the Advisory Committee relates;
- (f) advise on human resource trends related to current and future needs of the program of instruction to which the Advisory Committee relates;
- (g) assist in obtaining and developing student awards, scholarships and bursaries and other fundraising activities as appropriate for the program of instruction to which the Advisory Committee relates;
- (h) maintain an active public relations profile for the program of instruction to which the Advisory Committee relates as well as the College community at large;

- (i) ensure that there is an ongoing public awareness of current and emerging career opportunities in the industry or sector of the program of instruction to which the Advisory Committee relates;
- (j) encourage the program of instruction to which the Advisory Committee relates to reflect the changing demographics in our society;
- (k) support the development of a multicultural perspective across courses and programs of instruction within the College; and
- (l) encourage all students and graduates of the College to be responsible and accountable citizens within their respective communities.

6. VOTING MEMBER ELIGIBILITY

An individual is eligible to be appointed as a voting Member of an Advisory Committee if:

- (a) they are:
 - (i) a representative of an employer within an industry related to an Advisory Committee's program of instruction;
 - (ii) a member of a professional association related to an Advisory Committee's program of instruction;
 - (iii) a member of a trade union or employee association related to an Advisory Committee's program of instruction;
 - (iv) an employee of an educational institution other than the College;
 - (v) an employee of a social or government agency related to an Advisory Committee's program of instruction;
 - (vi) a graduate of the program of instruction to which the Advisory Committee relates; or
 - (vii) a student in the program of instruction to which the Advisory Committee Relates; and
- (b) they are deemed, at the discretion of the President or designate to be:

- (i) recognized by peers and associates as a significant contributor to both career and profession relating to the program of instruction to which the Advisory Committee relates;
- (ii) prepared to devote time and energy to a community service;
- (iii) capable of independent action and advice separate from that of a particular interest group; and
- (iv) capable of advising in the overall interest of the College.

7. APPOINTMENT OF VOTING MEMBERS

Each Advisory Committee shall consist of at least five (5) voting Members who have met the eligibility requirements set out in paragraph 6 of this By-Law and have been appointed by the President or designate. The exact number of voting Members of each Advisory Committee shall be the number of persons appointed to each Advisory Committee by the President or designate.

The President or designate shall attempt to ensure that each Advisory Committee is made up of a cross-section of individuals who have an interest in, and expertise related to, the particular occupational area addressed by the program of instruction to which an Advisory Committee relates. Diversity of experience should also be considered in appointments.

8. TERM OF MEMBERS

A voting Member of an Advisory Committee shall serve for a maximum term of three (3) years and is eligible for one re-appointment with the approval of the President or designate.

9. RIGHTS AND DUTIES OF VOTING MEMBERS

Each voting Member of an Advisory Committee shall have the right to receive notice of, attend, participate and vote at all meetings of such Advisory Committee. Voting Members are expected to regularly attend meetings of the Advisory Committee to which they have been appointed. The Chair of an Advisory Committee together with the Dean who is responsible for the program of instruction to which such Advisory Committee relates shall review the attendance of any voting Member of such Advisory Committee who fails to attend two (2) consecutive meetings and may, following such review, remove a Member from such Advisory Committee.

10. RESIGNATION OF MEMBERS

Any voting Member of an Advisory Committee may withdraw from such Advisory Committee by delivering to the Chair a written resignation.

11. NON-VOTING MEMBERS

In addition to the voting Members appointed in accordance with paragraph 7 of this By-Law, each Advisory Committee shall consist of the following non-voting Members who shall have the right to receive notice of, attend and participate but not vote at all meetings of an Advisory Committee:

- (a) the Dean and/or Associate Dean and, as appropriate, the Manager of the campus who is responsible for the program of instruction to which the Advisory Committee relates; and

The President or designate should receive notice of all advisory committee meetings and may attend in a non-voting capacity as scheduling permits.

12. SUB-COMMITTEES AND WORK TEAMS

Each Advisory Committee may, from time to time, create one or more sub-committees or work teams to consider a topic or issue, as is deemed necessary or appropriate depending upon the life expectancy of the topic or issue for which a sub-committee or work team has been created to consider. Any such sub-committee may formulate its own rules of procedure, subject to such regulations or directions as the Advisory Committee which appointed it may from time to time make.

MEETINGS OF ADVISORY COMMITTEES

13. TIME AND PLACE OF MEETINGS

The date and location of Advisory Committee meetings shall be set by the Chair provided that proper notice of such meetings is provided to all Members. Each Advisory Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.

14. NOTICE OF MEETINGS

Notice of Advisory Committee meetings shall be sent to the Members by facsimile or mail or electronically not less than seven (7) days (exclusive of the day on which the

notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place.

15. AGENDA FOR MEETINGS

The Chair, in conjunction with the Dean who is responsible for the program of instruction to which the Advisory Committee relates, shall establish the agenda for each Advisory Committee meeting. The agenda shall be distributed to the Members either with the notice for such meeting or at the time of the meeting, together with the minutes of the previous meeting of the Advisory Committee and any College reports or other materials to be considered at the meeting. The agenda must focus on providing advice and direction from the Members to the College.

16. REGULAR MEETINGS

Each Advisory Committee shall meet at least two (2) times a year and may appoint a day or days in any month or months for regular meetings of the Advisory Committee at a place or hour to be named by the Chair. A copy of any resolution of the Advisory Committee fixing the place and time of regular meetings of the Advisory Committee shall be sent to each Member forthwith after being passed, and no other notice shall be required for any such regular meetings.

17. QUORUM FOR MEETINGS

A majority of voting Members shall constitute a quorum for the transaction of business at a meeting of an Advisory Committee.

18. VOTING AT MEETINGS

It is recognized that most issues will be discussed by an Advisory Committee with the general goal of reaching consensus. Nonetheless, it is recognized that from time to time a vote may be required, in which case each voting Member is authorized to exercise one (1) vote for each issue for which a vote is initiated. Questions arising at any meeting of the Advisory Committee for which a vote is required shall be decided by a majority of votes. In case of an equality of votes, the Chair, in addition to an original vote shall not have a second or casting vote and the motion shall be deemed to be defeated.

19. MINUTES OF MEETINGS

The Secretary of each Advisory Committee shall take minutes of all meetings of such Advisory Committee and, under the direction of the Chair, shall distribute such minutes and related documents to the Members of such Advisory Committee.

20. ATTENDANCE AT MEETINGS

Staff members and students are permitted to attend Advisory Committee meetings at the call of the Chair, but shall not be entitled to vote at such meetings. They are, however, frequently requested to make presentations at meetings, act as resource persons, and contribute to the effective operation of Advisory Committees.

CHAIRS AND SECRETARIES

21. ELECTION OF CHAIR

An Advisory Committee shall select a Chair from among its voting Members at the last meeting of the Advisory Committee that takes place before the end of an academic year or at the first meeting of the Advisory Committee that takes place after the commencement of the academic year. When selecting a Chair, an Advisory Committee shall set the term of the Chair for one (1) year subject to an annual reappointment for a maximum term of three (3) years.

22. VACANCIES

If the position of an Advisory Committee Chair becomes vacant, the Advisory Committee shall select one of its voting Members to fill such vacancy for the remainder of the outgoing Chair's term.

23. DUTIES OF CHAIR

The Chair of each Advisory Committee, in consultation with the Dean who is responsible for the program of instruction to which the Advisory Committee relates, shall:

- (a) call and chair meetings of the Advisory Committee;
- (b) prepare an agenda for each meeting of the Advisory Committee;
- (c) ensure that minutes of each Advisory Committee meeting are distributed in accordance with this By-Law; and
- (d) prepare and submit reports to the Dean and the Vice President, Academic, from time to time at the discretion of the Board of Governors, relating to the program of instruction to which such Advisory Committees relates.

24. SECRETARY

Each Advisory Committee shall appoint a Secretary who shall take minutes of all meetings of such Advisory Committee and assist the Chair in the preparation and distribution of the agenda, minutes, and related documents in accordance with this By-Law.

COMMUNICATIONS

25. WEBSITE ACCESS

Each Advisory Committee shall encourage its Members to regularly access the College and the President's websites for relevant newsletters, publications, updates and other materials.

<http://www.georgianc.on.ca/>

<http://www.georgianc.on.ca/president/>

26. LIST OF MEMBERS

The Secretary of each Advisory Committee shall establish an electronic distribution list of its Members to enhance communications between Members and shall distribute such list to the Members.

27. LIST OF CHAIRS

The Vice President Academic of the College shall establish an electronic distribution list of the Chairs of all Advisory Committees to enhance communications between such Chairs.

28. ANNUAL REPORTS

The annual report of each Advisory Committee shall be compiled by its Chair in conjunction with the Dean who is responsible for the program of instruction to which the Advisory Committee relates and shall be distributed by the Office of the Vice President Academic to the Chairs of all Advisory Committees.

29. ANNUAL MEETING OF CHAIRS

The Vice President Academic of the College shall convene an annual meeting of the Chairs of all Advisory Committees for the purpose of discussing matters relating to the College and its programs of instruction.

BY-LAW

30. AMENDMENT OF THIS BY-LAW

The terms of this By-Law may be amended from time to time by ordinary resolution of the Board of Governors.

We hereby certify that the foregoing by-law was enacted by the Board of Governors on the 31st day of March, 2011, motion #4985.

Chair

c/s

Secretary-Treasurer

**THE GEORGIAN COLLEGE
OF APPLIED ARTS AND TECHNOLOGY**

BY-LAW NO. 15: COLLEGE COUNCIL

being a by-law relating to the structure, composition,
terms of reference and procedures of the advisory college council of
The Georgian College of Applied Arts and Technology

WHEREAS By-Law No. 1, 3 and 4 of the College were repealed by by-law dated the 6th day of December, 1990.

AND WHEREAS By-Law No. 5 of the College was repealed by by-law dated the 23rd day of June, 1999.

AND WHEREAS By-Law No. 2 is a by-law of the College dated the 15th day of June, 1979, authorizing the sale of certain lands situate in the City of Orillia.

AND WHEREAS By-Law No. 6 is a by-law of the College dated the 6th day of December, 1990 respecting the borrowing of money, the issuing of securities and the securing of liabilities of the College.

AND WHEREAS By-Law No. 7 is a by-law of the College dated the 23rd day of June, 1999 relating generally to the transaction of the affairs of the College and was repealed by by-law dated the 26th day of March, 2005.

AND WHEREAS By-Law No. 8 is a by-law of the College dated the 26th day of March, 2005 relating generally to the transaction of the affairs of the College which was repealed by by-law dated the 25th day of May, 2006.

AND WHEREAS By-Law No. 9 is a by-law of the College dated the 28th day of October, 2004 relating generally to the structure, composition, terms of reference and procedures of the advisory college council of the College which was repealed by by-law dated.

AND WHEREAS By-Law No. 10 is a by-law of the College dated the 25th day of November, 2004 relating generally to the structure, composition, terms of reference and procedures of the program advisory committees of the College.

AND WHEREAS By-Law No. 11 is a by-law of the College dated the 31st day of March, 2005 relating generally to the procedures for the election of students, academic staff members, support staff members and administrative staff members to the Board of Governors of the College.

AND WHEREAS By-Law No. 12 is a by-law of the College dated the 25th day of May, 2006 relating generally to the transaction of the affairs of the College.

AND WHEREAS By-Law 13 is a by-law of the College dated 28th day of May, 2009 relating generally to the structure, composition, terms of reference and procedures of the advisory college council of the College which is repealed by this By-Law.

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

INTERPRETATION

1. DEFINITIONS

In this By-Law, unless the context otherwise specifies or requires:

- (a) **“academic staff member”** means a person who is employed by the College as a teacher, counsellor or librarian;
- (b) **“administrative staff member”** means 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 of Governors”** means the board of directors of the College;
- (d) **“By-Law”** means any by-law of the College from time to time in force and effect;
- (e) **“Chair”** means, the Chair of the College Council;
- (f) **“College”** means “The Georgian College of Applied Arts and Technology” established by the OCAAT Regulation in accordance with the OCAAT Act as an agency of the Crown;
- (g) **“College Council”** means the Advisory College Council, which is established by this By-Law and which is one and the same as the College Council established by the Board of Governors in April of 1987;
- (h) **“Member”** means a member of the College Council;
- (i) **“Minister”** means the Minister of Colleges and Universities;
- (j) **“OCAAT Act”** means the *Ontario Colleges of Applied Arts and Technology Act, 2002*, S.O. 2002, c. 8, Schedule F as from time to time amended and every statute that may be substituted for such Act;

- (k) **“OCAAT Regulation”** means O. Reg. 34/03 made under the OCAAT Act as from time to time amended;
- (l) **“SAC”** means a Students’ Administrative Council of the College;
- (m) **“SAC Executive Council (SEC)”** means the overall governing body for the elected Students’ Administrative Council members representing all College campuses;
- (n) **“Staff Member”** means a full-time, non full-time or contract academic staff member, administrative staff member or support staff member;
- (o) **“student”** means a person who is enrolled in a course or program of instruction in the College; and
- (p) **“Student Governor”** means the student who is elected by the students to hold a voting seat on the Georgian College Board of Governors;
- (q) **“support staff member”** means 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.

2. INTERPRETATION

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

- (a) all undefined terms contained in this By-Law which are defined in the OCAAT Act or the OCAAT Regulation shall have the meanings given to such terms in the OCAAT Act or the OCAAT Regulation, as applicable;
- (b) words expressing the singular number shall include the plural and words expressing any gender shall include all genders and references to “persons” shall include corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- (c) the headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of this By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

3. POLICY DIRECTIVES

The OCAAT Act provides that the College is bound by policy directives issued by the Minister in relation to the manner in which the College carries out its objects or conducts its affairs.

PURPOSE OF COLLEGE COUNCIL

4. PURPOSE

In accordance with paragraph 40 of By-Law No. 17 of the College and the “Governance and Accountability Framework” policy directive issued by the Minister, the College Council is established for the purpose of providing a means for students and Staff Members of the College to provide advice to the President of the College on matters of importance to students and Staff Members. These matters may include, but are not limited to, issues pertaining to the College’s academics, student services, human resources and administration.

COMPOSITION OF COLLEGE COUNCIL

5. MEMBERS OF COLLEGE COUNCIL

The College Council shall be composed of the following Members, to a maximum of thirty (30), who shall have the right to receive notice of, attend, and participate at all meetings of the College Council:

(a) Students

The Student Governor, plus a maximum of four (4) representatives of the SACs, as determined by the SAC Executive Council.

(b) Staff Members

Staff Members appointed or elected to the College Council in accordance with paragraph 6 of this By-Law.

(c) President and CEO

The President and CEO of the College who shall be the Chair of the College Council.

6. APPOINTMENT/ELECTION OF STAFF MEMBERS

- (a) The following Staff Members shall be Members of the College Council by virtue of their staff positions;
- (i) Vice President – Academic
 - (ii) Vice President – Administrative Services
 - (iii) Vice President – Community and Business Development
 - (iv) Vice President – Human Resources and Organizational Success
 - (v) Vice President – Marketing and Student Services
 - (vi) President of Local 349
 - (vii) President of Local 350
 - (viii) President of the College’s chapter of the Ontario College Administrative Staff Association (OCASA)
 - (ix) Administrative Rep for Apprenticeship, as appointed by the Chair
 - (x) Administrative Rep for Continuing Education, as appointed by the Chair
 - (xi) Associate Vice President – University Partnership Centre
 - (xii) Registrar
 - (xiii) Director, Information Technology
 - (xiv) One (1) Academic Dean
- (b) The following Staff Members shall be elected to be Members of the College Council in accordance with paragraph 8 of this By-Law;
- (i) Two (2) academic staff members
 - (ii) One (1) Regional Campus Manager
 - (iii) Two (2) support staff members
 - (iv) One (1) member of the Academic Council, as elected by the Academic Council

7. TERMS OF MEMBERS

Each elected Member shall serve for a term of three (3) years commencing on August 1st of the year elected and shall be eligible for one (1) additional three (3) year term. Following two (2) consecutive three (3) year terms, a Staff Member may only be elected as a Member after an absence of two (2) years from the College Council.

The College Council will seek to achieve continuity in membership by staggering the terms of the elected Members' as much as possible.

8. ELECTION PROCESS

Each year, or as often as may be required, the College Council shall prescribe a process to be followed for the election of Staff Members to the College Council.

By May of each year, or as often as may be required, the Recording Secretary of the College Council will make an announcement to all Staff Members that provides notice of any openings on the College Council for election and the process to be followed.

9. FILLING VACANCIES

Where a vacancy occurs among the elected Members on the College Council, a new Member shall be elected as soon as practicable in accordance with paragraph 8 of this By-Law.

MEETINGS OF THE COLLEGE COUNCIL

10. MEETINGS BY ELECTRONIC MEANS

A meeting of the College Council may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a Member participating in such meeting by such means is deemed to be present at the meeting.

11. REGULAR MEETINGS

The College Council shall meet at least six (6) times a year and may appoint a day or days in any month or months for regular meetings of the College Council at a place or hour to be named by the Chair.

12. ADDITIONAL MEETINGS

Additional meetings of the College Council may be scheduled, if necessary, at the call of the Chair. Notice of any such meeting shall be provided electronically not less than

five (5) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place.

13. PROCEDURES

- (a) Meetings of the College Council are open to the College community. The annual schedule of meetings of the College Council shall be made available to the Members by means deemed appropriate by the College Council.
- (b) When discussing a confidential matter, the College Council may, at the discretion of the Chair, debate an issue “in camera” with only Members present.

14. AGENDA

The Chair shall establish the agenda for each meeting of the College Council and shall distribute the agenda with supporting documents to the Members with the notice for such meeting. Each agenda shall be prepared using a consistent format and shall include reports. Members may request items to be included on the agenda by directing such items to the Chair.

15. MINUTES

The Recording Secretary of the College Council shall take minutes of each meeting of the College Council and, under the direction of the Chair, shall distribute such minutes and related relevant documents in a timely fashion to the Members. Following approval, the minutes shall also be posted internally by electronic means.

CHAIR OF THE COLLEGE COUNCIL

16. DUTIES OF CHAIR

The Chair shall:

- (a) preside at meetings of the College Council;
- (b) establish an agenda for each meeting of the College Council;
- (c) ensure that minutes of each meeting of the College Council, correspondence and reports are distributed to Members in accordance with this By-Law;
- (d) ensure that the College community is kept informed of the activities of the College Council;

- (e) designate an another Member to act as chair of a meeting of the College Council if the Chair is not able to do so.

17. RECORDING SECRETARY

The Chair shall appoint a Staff Member who is not already a Member of the College Council as the Recording Secretary for the College Council. The Recording Secretary of the College Council shall take minutes of all meetings of the College Council and assist the Chair in the preparation and distribution of the minutes, correspondence, reports and related relevant documents in accordance with this By-Law.

BY-LAW

18. AMENDMENT OF THIS BY-LAW

The terms of this By-Law may be amended from time to time by ordinary resolution of the Board of Governors.

19. REPEAL OF BY-LAW

By-Law No. 13 of the College be and the same is repealed upon the enactment of this By-Law.

We hereby certify that the foregoing by-law was enacted by the Board of Governors on the 27th day of May, 2010, by motion #4897.

Chair

Secretary-Treasurer

**THE GEORGIAN COLLEGE
OF APPLIED ARTS AND TECHNOLOGY**

BY-LAW NO. 16: INTERNAL ELECTION PROCEDURES

being a by-law relating generally to the procedures for the election of students, academic staff members, administrative staff members and support staff members to the Board of Governors of The Georgian College of Applied Arts and Technology

WHEREAS By-Laws No. 1, 3 and 4 of the College were repealed by By-Law No. 6 dated the 6th day of December, 1990.

AND WHEREAS By-Law No. 5 of the College was repealed by By-Law No. 7 dated the 23rd day of June, 1999.

AND WHEREAS By-Law No. 2 is a by-law of the College dated the 15th day of June, 1979, authorizing the sale of certain lands situate in the City of Orillia.

AND WHEREAS By-Law No. 6 is a by-law of the College dated the 6th day of December, 1990 respecting the borrowing of money, the issuing of securities and the securing of liabilities of the College.

AND WHEREAS By-Law No. 7 of the College was repealed By-Law No. 8 dated the 31st day of March, 2005.

AND WHEREAS By-Law No. 8 of the College was repealed by By-Law 12 dated the 25th day of May, 2006.

AND WHEREAS By-Law No. 9 of the College was repealed By-Law No. 13 dated the 28th day of May, 2009.

AND WHEREAS By-Law No. 10 of the College was repealed By-Law No. 14 dated the 31st day of March, 2011.

AND WHEREAS By-Law No. 11 of the College dated the 11th day of March, 2005 was repealed and replaced by this by-law.

AND WHEREAS By-Law No. 12 is a by-law of the College dated the 25th day of May, 2006 relating generally to the transaction of the affairs of the College.

AND WHEREAS By-Law No 13 is a by-law of the College dated the 28th day of May, 2009 relating generally to the structure, composition, terms of reference and procedure for the advisory college council of the College.

AND WHEREAS By-Law No. 14 is a by-law of the College dated the 31st day of March, 2011 relating generally to the program advisory committees of the College.

AND WHEREAS By-Law No. 15 is a by-law of the College dated the 13th day June of 2011 relating generally to the transaction of the affairs of the College.

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

INTERPRETATION

1. DEFINITIONS

In this By-Law, unless the context otherwise specifies or requires:

- (a) **“academic staff member”** means a person who is employed by the College as a teacher, counsellor or librarian;
- (b) **“administrative staff member”** means 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 of Governors”** means the board of directors of the College;
- (d) **“business days”** means every day other than a Saturday, Sunday or statutory holiday in the Province of Ontario;
- (e) **“By-Law”** means any by-law of the College from time to time in force and effect;
- (f) **“Call For Nominations”** means the call for nominations of individuals for election to the Board of Governors from such Constituencies that are eligible to elect an individual to the Board of Governors;
- (g) **“Campaign Period”** means the period of time following the approval of nominations by the Election Committee pursuant to paragraph 14 of this By-Law for campaigning by Candidates, which period of time shall not be less than five (5) business days;
- (h) **“Candidate”** has the meaning assigned to it in paragraph 14(b) of this By-Law;
- (i) **“College”** means “The Georgian College of Applied Arts and Technology” established by the OCAAT Regulation in accordance with the OCAAT Act as an agency of the Crown;

- (j) **“College Locations”** refers to the locations of the College, where Georgian College activities and/or services are offered;
- (k) **“Constituency”** means a group of individuals that is made up of either the students, or the academic staff members, or the administrative staff members, or the support staff members;
- (l) **“Election Committee”** means the committee established pursuant to paragraph 8 of this By-Law;
- (m) **“Election Day”** means the last date on which voting for Candidates can occur and the date that the votes are counted;
- (n) **“Eligible Voter”** means an individual who is eligible to vote for a Candidate from their Constituency;
- (o) **“Governor”** means an individual on the Board of Governors;
- (p) **“Nomination Form”** means the information required to be filed with the Election Committee in accordance with paragraph 12 of this By-Law by an individual who wishes to be nominated for election to the Board of Governors;
- (q) **“Nomination Period”** means the period of time following the Call for Nominations in which Nomination Forms must be submitted to the Election Committee, which period of time shall not be less than five (5) business days, and includes any extensions to the Nomination Period made in accordance with this By-Law;
- (r) **“OCAAT Act”** means the *Ontario Colleges of Applied Arts and Technology Act, 2002, S.O. 2002, c. 8, Schedule F* as from time to time amended and every statute that may be substituted for such Act;
- (s) **“OCAAT Regulation”** means O. Reg. 34/03 made under the OCAAT Act as from time to time amended;
- (t) **“Representative”** means one (1) or more representatives of and appointed by the Election Committee for the purpose of fulfilling one or more responsibilities of the Election Committee pursuant to and as permitted by this By-Law;
- (u) **“SACs”** means the Students’ Administrative Councils of the College and **“SAC”** means any one of them;

- (v) “**staff member**” means a full-time, non full-time or contract academic staff member, administrative staff member or support staff member;
- (w) “**student**” means a person who is enrolled in a course or program of instruction in the College;
- (x) “**support staff member**” means 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; and
- (y) “**SAC Constitution**” means the constitution that applies to all SACs on all campuses of the College.

2. INTERPRETATION

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

- (a) all undefined terms contained in this By-Law which are defined in the OCAAT Act or the OCAAT Regulation shall have the meanings given to such terms in the OCAAT Act or the OCAAT Regulation, as applicable;
- (b) words expressing the singular number shall include the plural and words expressing any gender shall include all genders and references to “persons” shall include corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- (c) the headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of this By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

3. POLICY DIRECTIVES

The OCAAT Act provides that the College is bound by policy directives issued by the Minister in relation to the manner in which the College carries out its objects or conducts its affairs.

GENERAL

4. BY-LAW NO. 17

In accordance with paragraphs 5 and 8 of By-Law No. 17 of the College, the Board of Governors shall include:

- (a) one (1) student duly elected by the students, if the students exercise their right to do so, for a term of one (1) year; and
- (b) one (1) academic staff member, one (1) administrative staff member and one (1) support staff member, each of whom shall be duly elected by their respective staff group, if such group exercises its right to do so, for a term of three (3) years each and the terms of the staff members elected as Governors shall be staggered so that, whenever possible, one (1) such Governor shall be elected each year.

5. ESTABLISHMENT OF PROCEDURES

In accordance with section 4(5) of the OCAAT Regulation and paragraph 7 of By-Law No. 17 of the College, no student or staff member shall be a member of the Board of Governors unless that person is duly elected in accordance with procedures established by the Board of Governors after consultation with the students and staff members, as set out in this By-Law.

6. START OF TERM

The students and staff members elected to the Board of Governors, other than those elected to fill a vacancy, shall take office on the 1st day of September in the year of their election.

ELECTION COMMITTEE

7. ELECTION COMMITTEE

The Board of Governors shall establish an Election Committee to:

- (a) communicate to students and staff members the nomination and election procedures of the College determined by the Board of Governors and the guidelines, policies and regulations of the College determined by the Election Committee, from time to time;
- (b) communicate with the SACs to ensure that the election of a student Governor is conducted in accordance with the election policies outlined in the SAC constitution;

- (c) annually issue a Call for Nominations and set the Nomination Period, the Campaign Period and the Election Day;
- (d) conduct the election of student and staff members to the Board of Governors in accordance with this By-Law; and
- (e) resolve any complaints or disputes relating to any of the processes or procedures outlined in this By-Law.

8. COMPOSITION

- (a) The Election Committee shall be comprised of the Secretary of the College, who shall be the Chair of the Election Committee, the Executive Assistant to the Board of Governors, one (1) student representative from the SACs, one (1) academic staff member appointed by Ontario Public Service Employees Union (OPSEU) Local 350, one (1) administrative staff member appointed by the Ontario College Administrative Staff Association (OCASA) and one (1) support staff member appointed by Ontario Public Service Employees Union (OPSEU) Local 349, provided that no member of the Election Committee may be a Governor (other than the Chair of the Election Committee) or an individual who is nominated for election to the Board of Governors.
- (b) Any member of the Election Committee may be removed by resolution of the Board of Governors at any time.

9. RULES OF PROCEDURE

The Election Committee may formulate its own rules of procedure, subject to such regulations or directions as the Board of Governors may from time to time make. Any dispute within the Election Committee regarding its rules of procedure which cannot be resolved at the Election Committee by consensus shall be referred to the Board of Governors for resolution.

10. NOMINATIONS PROCESS

- (a) For each election of a student or staff member, the Election Committee shall:
 - (i) set an Election Day;
 - (ii) direct, as appropriate, the College's Human Resources Department, the SACs and/or the Registrar's Office of the College to prepare a list of Eligible Voters prior to the Call for Nominations;

- (iii) in the case of the student election, verify with the SACs that the nominee(s) are eligible to run for election in conjunction with the SAC constitution and by-laws;
- (iv) issue a Call for Nominations; and
- (v) set the Nomination Period and the Campaign Period;

provided that the Election Day shall not be less than fifteen (15) business days after the date that the Call for Nominations is issued and provided further that the Election Committee may extend the Nomination Period if no nominations from a Constituency are made by the end of the Nomination Period.

- (b) No individual may be nominated to represent more than one (1) Constituency.

11. CALL FOR NOMINATIONS

The Call for Nominations shall be publicized on the website of the College and in such other manner as the Elections Committee shall determine at its discretion and shall include:

- (a) the Election Day;
- (b) the Nomination Period;
- (c) the Campaign Period; and
- (d) information on nomination procedures including the Nomination Form, election procedures and responsibilities of Governors, or directions to where such information can be obtained.

12. NOMINATION FORMS

Individuals who wish to be considered for election to the Board of Governors, must submit a Nomination Form which must contain:

- (a) in the case of a staff member, the signatures of at least five (5) Eligible Voters who are members of the staff member's Constituency;
- (b) in the case of a student, one-hundred (100) signatures from other students who are Eligible Voters;
- (c) a brief biography and photograph of the individual who has been nominated for election; and

- (d) a signed statement of the individual who has been nominated for election that they shall honour the By-Laws, policies and regulations of the College, the Board of Governors and all applicable government legislation and regulations.

13. NOMINATION PERIOD

All Nomination Forms must be submitted to the Election Committee in accordance with paragraph 12 of this By-Law within the Nomination Period.

14. APPROVAL OF NOMINATIONS

- (a) Upon the termination of the Nomination Period and within a period of five (5) business days, the Election Committee or the Representative shall review each Nomination Form and approve, at its sole discretion, those that have satisfied the requirements of By-Law No. 17 of the College and this By-Law. During the review of Nomination Forms, the Election Committee or the Representative may consult with the College's Human Resources Department, the SACs and/or the Registrar's Office of the College for verification of the eligibility of the nominators.
- (b) The names of all individuals who have been nominated for election and whose Nomination Forms have been approved by the Election Committee (the "**Candidates**") shall be posted on the website of the College forthwith after all Nomination Forms have been reviewed by the Election Committee or the Representative, as the case may be.

WITHDRAWAL AND REMOVAL OF NOMINATIONS

15. TIMEFRAME FOR WITHDRAWAL

- (a) A Candidate may withdraw himself or herself from nomination as a Governor by written notice to the Election Committee given at least one (1) full business day before the Election Day;
- (b) In the event that a nomination is withdrawn after the time period set out in paragraph 15 (a) of this By-Law but before the election results have been counted, any ballots cast for a Candidate who has withdrawn shall not be counted and the Candidate who has received the highest number of the remaining ballots from their Constituency shall be elected as Governor.

16. CONSEQUENCES OF WITHDRAWAL

- (a) In the event that one (1) or more nominations are withdrawn in accordance with paragraph 15 of this By-Law, the Election Committee shall advise all other

Candidates of the withdrawal(s) and shall remove the name(s) of the withdrawn Candidate(s) from the website of the College, the election ballots and any other location where removal is deemed necessary by the Election Committee.

- (b) In the event that one (1) or more nominations are withdrawn in accordance with paragraph 15 of this By-Law and there is only one (1) remaining Candidate nominated for election by a Constituency, the remaining Candidate will be acclaimed and there shall be no election in such Constituency.

CAMPAIGNS

17. CAMPAIGN PERIOD

Following the approval of Nomination Forms by the Election Committee:

- (a) the Election Committee, or the Representative, shall call an All Candidates Meeting to meet with the Candidates to discuss the election process and procedures. Each Candidate will be responsible for complying with all College Procedures as set out by the College;
- (b) each Candidate shall be permitted to campaign for their election to the Board of Governors, in accordance with this By-Law and any guidelines, policies and regulations set out by the Election Committee or the Board of Governors from time to time, provided that upon the expiry of the Campaign Period:
 - (i) all campaigning by Candidates or relating to Candidates shall cease; and
 - (ii) all campaign materials shall be removed from the College Locations.

18. CAMPAIGNING AND CAMPAIGN MATERIALS

- (a) The Election Committee may, from time to time, establish procedures, guidelines, policies or regulations which define or restrict the definition of campaigning and/or campaign materials for purposes of the election of Governors pursuant to this By-Law and which apply to both students and staff members running for election. Additionally, the SACs may, from time to time, establish procedures, guidelines, policies or regulations which apply exclusively to students running for election, provided that any such procedures, guidelines, policies or regulations established by the SACs must be approved by the Election Committee before they are effective;
- (b) The cost of campaigning and campaign materials shall be the sole responsibility of each Candidate.

ELECTIONS

19. ACCLAMATION

If only one (1) Candidate is nominated from their Constituency, the Candidate will be acclaimed as Governor and no election for such Constituency shall be held.

20. ONE VOTE PER ELIGIBLE VOTER

One (1) vote may be submitted by each Eligible Voter for a Candidate from their Constituency by either paper ballot or electronic ballot, as determined from time to time by the Election Committee.

21. PAPER BALLOTS

Paper ballots, if used, will be available for voting:

- (a) in the case of a staff member, for a minimum of four (4) business days prior to the Election Day and until 4:00 pm (EST) on the Election Day at various College Locations, as determined by the Election Committee at its discretion; and
- (b) in the case of a student, on the Election Day and one (1) or more advance polling days consistent with the timeframes for the conducting of elections as set out in this By-Law, as determined at the sole discretion of the SACs.

22. ELECTRONIC BALLOTS

- (a) Electronic ballots, if used, will be available for voting as determined by the Election Committee, in its discretion.
- (b) Eligible Voters may access the website of the College for voting purposes in accordance with directions developed by the Election Committee from time to time.
- (c) In the event of technical difficulties (such as an infrastructure or power failure) on the Election Day that prevent Eligible Voters from casting their votes prior to 4:00 pm (EST) on the Election Day, an emergency meeting of the Election Committee shall be called to determine if the Election Day should be extended. Should the Election Day be extended by the Election Committee, all votes cast in accordance with this By-Law on or before the Election Day shall be counted and added to additional votes received on or before the extended Election Day.

23. COUNTING OF BALLOTS

- (a) All votes submitted in accordance with paragraph 21 or 22 of this By-Law shall be counted by the Election Committee or the Representative. Each Candidate shall be entitled to appoint a scrutineer who shall be permitted to be present during the counting of the ballots and tabulation of results.
- (b) The Candidate that receives the most votes from their Constituency shall be elected as Governor.
- (c) The Candidates shall be promptly notified of the election results and the Election Committee shall make the election results known throughout the College.

24. TIE IN VOTES

- (a) Should two (2) or more Candidates from the same Constituency receive the same number of votes, the Election Committee (excluding the member of the Election Committee who represents the Constituency in question) or the Representative (who may not represent the Constituency in question) shall automatically re-count all ballots with respect to that Constituency.
- (b) Should the recount be conducted by the Representative, the member of the Election Committee appointed pursuant to paragraph 8(a) of this By-Law who represents the Constituency in question shall attend and observe the recount.
- (c) If the tie remains, a new vote shall take place to break the tie in the manner determined by the Chair of the Election Committee or the Representative who recounts the ballots.

ELECTION OF STUDENT AS GOVERNOR

25. STUDENTS' ADMINISTRATIVE COUNCILS

- (a) Notwithstanding any other provision in this By-Law, an election for a student as a Governor shall be conducted by the SACs in conjunction with the student government elections, provided that the process followed for the election of a student Governor shall follow the election procedures set out in this By-Law as closely as possible and must be approved by the Election Committee prior to the start of each election process.
- (b) In the event that the Chief Returning Officer (for purposes of this paragraph 25, the "CRO") of the SACs determines that a student Candidate should be

disqualified in accordance with the Governor election guidelines established by the SACs from time to time, the CRO shall make a recommendation for the removal of such Candidate to the Election Committee. The Election Committee shall meet as soon as possible following receipt of such a recommendation from the CRO. In the event that the Election Committee concurs with the recommendation of the CRO, such Candidate shall be removed as a Candidate for election as a Governor.

INABILITY TO COMPLETE TERM

26. INABILITY TO COMPLETE TERM

- (a) In the event that an individual who has been elected or acclaimed as a Governor is unable or unwilling to complete their term of office (for purposes of this paragraph 26, the “Retiring Governor”) and the vacancy is for six (6) months or less, the Candidate in the same Constituency of the Retiring Governor, if any, who received the second largest number of votes in the election pursuant to which the Retiring Governor was elected will be asked to serve the remainder of the term provided that they are still eligible.
- (b) The Election Committee shall meet and arrange for a new election:
 - (i) if the Candidate in the same Constituency of the Retiring Governor who received the second largest number of votes in the election pursuant to which the Retiring Governor was elected is unable or unwilling to serve or is ineligible; or
 - (ii) if the vacancy created by the Retiring Governor is for longer than six (6) months; or
 - (iii) if the Retiring Governor was acclaimed.

DISPUTE RESOLUTION

27. DISPUTE RESOLUTION

The Board of Governors shall have a process established and articulated regarding any complaints or disputes relating to any of the processes or procedures outlined in this By-Law or in any related guidelines, policies or regulations established by the Election Committee or the Board of Governors or any of the SACs and any such complaints or disputes shall be submitted in accordance with the policy developed by the Board of Governors, as it may be amended from time to time.

BY-LAW

28. AMENDMENT OF THIS BY-LAW

The terms of this By-Law may be amended from time to time by ordinary resolution of the Board of Governors.

We hereby certify that the foregoing by-law was enacted by the Board of Governors on the 13th day of June 2011, motion #5042.

Chair

Secretary-Treasurer

DISPUTE RESOLUTION PROCESS

ESTABLISHED IN ACCORDANCE WITH BY-LAW NO. 16 OF THE GEORGIAN COLLEGE OF APPLIED ARTS AND TECHNOLOGY (the "College")

- a) Any individual who has a complaint regarding the election procedures set out in By-Law No. 16 of the College or in any related guidelines, policies or regulations established by the Election Committee or the Board of Governors of the College (the "**Complainant**") has the right to bring their concern(s) to the Chair of the Election Committee of the College ("**Complaint**").
- b) A Complaint must be in writing and must indicate the details of the alleged violation of the election procedures.
- c) The Chair of the Election Committee of the College will provide a copy of each written Complaint received to all members of the Election Committee.
- d) The Election Committee of the College will investigate the Complaint and attempt to resolve it.
- e) Failing resolution of a complaint by the Election Committee of the Board, the complainant may request that the complaint be referred by the Election Committee to the Executive Committee of the Board in which case, the Executive Committee shall, within five (5) business days of receipt of such request, appoint an independent third party to investigate the Complaint (the "**Investigator**").
- f) The Investigator's mandate with respect to the Complaint shall be restricted to a determination as to whether the procedures set out in this By-Law of the College and in any related guidelines, policies or regulations established by the Election Committee or the Board of Governors of the College have been correctly applied and followed and if not:
 - i. If the election has not yet been completed, what remedial measures should be undertaken to remedy, so far as is reasonably possible, the impact of the acts or omissions upon which the complaint was based; and
 - ii. If the election has been completed, whether the will of the Constituency was, notwithstanding the act or omission complained of, reflected in the election results and if not, whether the election must be repealed.

- g) The Investigator will commence the dispute resolution process with respect to the Complaint within ten (10) business days of their appointment and shall complete the dispute resolution within twenty (20) business days of their appointment.
- h) The Investigator will establish appropriate procedures to deal with the Complaint and the dispute resolution process pertaining to the Complaint and the College and the representatives of the Constituencies will comply with all reasonable requests by the Investigator for information relating to the Complaint.

The report of the Investigator regarding the Complaint shall be binding on the College, the Complainant and the affected Constituency.

**THE GEORGIAN COLLEGE
OF APPLIED ARTS AND TECHNOLOGY**

BY-LAW NO. 18: GENERAL BY-LAW

being a by-law relating generally to the transaction of the affairs
of
The Georgian College of Applied Arts and Technology

WHEREAS By-Law No. 1, 3 and 4 of the College were repealed by By-Law No. 6 dated the 6th day of December, 1990

AND WHEREAS By-Law No. 5 of the College was repealed by By-Law No. 7 dated the 23rd day of June, 1999.

AND WHEREAS By-Law No. 2 is a by-law of the College dated the 15th day of June, 1979, authorizing the sale of certain lands situate in the City of Orillia.

AND WHEREAS By-Law No. 6 of the College is repealed by this By-Law.

AND WHEREAS By-Law No. 7 of the College was repealed by By-Law No. 8 dated the 26th day of March, 2005.

AND WHEREAS By-Law No. 8 of the College was repealed by By-Law No. 12 dated the 25th day of May, 2006.

AND WHEREAS By-Law No. 9 of the College was repealed by By-Law No. 13 dated the 28th of May, 2009.

AND WHEREAS By-Law No. 10 of the College was repealed by By-Law No. 14 dated the 31st day of March, 2011.

AND WHEREAS By-Law No. 11 of the College was repealed by By-Law No. 16 dated the 13th day of June, 2011.

AND WHEREAS By-Law No. 12 of the College was repealed by By-Law No. 17 dated the 13th day of June, 2011.

AND WHEREAS By-Law No. 13 of the College was repealed by By-Law 15 dated the 27th day of May, 2010.

AND WHEREAS By-Law No. 14 is a by-law of the College dated the 31st day of March, 2011 relating generally to the program advisory committees of the College.

AND WHEREAS By-Law No. 15 is a by-law of the College dated the 27th day of May, 2010 relating generally to the advisory college council of the College.

AND WHEREAS By-Law No. 16 is a by-law of the College dated the 13th day of June, 2011 relating generally to the election of members to the Board of Governors of the College.

AND WHEREAS By-Law No. 17 of the College is repealed by this By-Law.

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

INTERPRETATION

1. DEFINITIONS

In this By-Law, unless the context otherwise specifies or requires:

- (a) **“academic staff member”** means a person who is employed by the College as a teacher, counsellor or librarian;
- (b) **“administrative staff member”** means 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 of Governors”** or **“Board”** means the board of directors of the College;
- (d) **“By-Law”** means any by-law of the College from time to time in force and effect;
- (e) **“College”** means “The Georgian College of Applied Arts and Technology” established by the OCAAT Regulation in accordance with the OCAAT Act as an agency of the Crown;
- (f) **“Governor”** means an individual on the Board of Governors;
- (g) **“LGIC”** means the Lieutenant Governor in Council;
- (h) **“Minister”** means the Minister of Colleges and Universities;
- (i) **“OCAAT Act”** means the *Ontario Colleges of Applied Arts and Technology Act, 2002*, S.O. 2002, c. 8, Schedule F as from time to time amended and every statute that may be substituted for such Act;
- (j) **“OCAAT Regulation”** means O. Reg. 34/03 made under the OCAAT Act as from time to time amended;

- (k) **“ONCA”** means the *Not-for-Profit Corporations Act*, S.O. 2010, c. 15 as from time to time amended and every statute that may be substituted for such Act;
- (l) **“student”** means a person who is enrolled in a course or program of instruction in the College; and
- (m) **“support staff member”** means 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.

2. INTERPRETATION

This By-Law and all other By-Laws of the College after the date that this By-Law is passed, shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:

- (a) all undefined terms contained in the By-Laws which are defined in the OCAAT Act or the OCAAT Regulation or the ONCA or the regulations under the ONCA shall have the meanings given to such terms in the OCAAT Act, the OCAAT Regulation, the ONCA or the regulations under the ONCA, as applicable;
- (b) words expressing the singular number shall include the plural and words expressing any gender shall include all genders and references to “persons” shall include corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- (c) the headings used in the By-Laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-Laws or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

3. CONFLICT WITH REGULATIONS UNDER OCAAT

In the event of a conflict between any regulation made under section 8 of the OCAAT Act, including, without limitation, the OCAAT Regulation, and the ONCA, the regulation made under the OCAAT Act shall prevail.

4. POLICY DIRECTIVES

The OCAAT Act provides that the College is bound by policy directives issued by the Minister in relation to the manner in which the College carries out its objects or conducts its affairs.

BOARD OF GOVERNORS

5. BOARD OF GOVERNORS

The affairs of the College shall be managed by a Board of Governors composed of the following voting members:

- (a) four (4) Governors appointed by the LGIC;
- (b) eight (8) Governors appointed by the Governors holding office at the time of the appointment;
- (c) the President of the College, by virtue of office;
- (d) one (1) student duly elected by the students of the College, if the students exercise their right to do so; and
- (e) one (1) academic staff member, one (1) administrative staff member and one (1) support staff member, each of whom shall be duly elected by their respective staff group, if such group exercises its right to do so.

A Governor appointed under paragraph 5(a) and 5(b) shall not participate in a vote of the Board relating to a renewal or extension of their appointment.

No member of the Board appointed under paragraph 5(a) or 5(b) shall be an employee or a student of a college of applied arts and technology.

The Board of Governors shall not be improperly constituted solely because the students choose or a staff group referenced in this paragraph 5 chooses not to exercise the right to elect a representative to the Board of Governors under paragraph 5(d) or 5(e) of this By-Law, as applicable.

In the event that the LGIC has not appointed one (1) or more Governors pursuant to paragraph 5(a) such that there will be or were one (1) or more vacancies in the LGIC's appointees as of September 1st, the Governors may, in their discretion, at their June meeting and effective September 1st or at a meeting after September 1st:

- (a) increase the number of Governors to be appointed pursuant to paragraph 5(b) to eleven (11), thereby increasing the number of Governors to be appointed by the LGIC pursuant to paragraph 5(a) to five (5) in accordance with the OCAAT Regulation; and

- (b) appoint one (1) or more of the nominees submitted by the College to the LGIC for appointment pursuant to paragraph 5(a) as Governor(s) pursuant to paragraph 5(b).

If the Board exercises its discretion in accordance with the preceding paragraph, the Governor(s) so appointed pursuant to paragraph 5(b) shall hold office pursuant to that paragraph until such time as the LGIC appoints them as Governors pursuant to paragraph 5(a) at which time they shall hold office pursuant to paragraph 5(a) and the number of Governors to be appointed pursuant to paragraph 5(b) shall revert to eight (8) and the number of Governors to be appointed by the LGIC pursuant to paragraph 5(a) shall revert to four (4).

We hereby certify that the foregoing By-Law was enacted by the Board of Governors on the 30th day of October 2014, motion #5382.

5A. TRANSITION ON BOARD OF GOVERNORS

- (a) A Governor who was appointed to the Board by the College Compensation and Appointments Council or the College Appointments Council before October 1, 2010 shall continue to hold office after that day until the expiry of the term of the Governor's appointment.
- (b) For the purposes of the first appointments to be made to the Board of Governors on and after October 1, 2010 in accordance with paragraphs 5(a) and (b) of this By-Law, the following rules apply until such time as all Governors have been appointed in accordance with those paragraphs:
 - (i) as the terms of appointment of Governors appointed before October 1, 2010 expire, the first appointment to replace a Governor shall be made by the LGIC under paragraph 5(a) of this By-Law and the second appointment to replace a Governor shall be made by the Governors then in office under paragraph 5(b) of this By-Law;
 - (ii) successive appointments shall be made alternatively under paragraph 5(a) and then under paragraph 5(b) of this By-Law until the requisite number of Governors have been appointed by the LGIC under paragraph 5(a); and
 - (iii) the remaining appointments to replace Governors appointed before October 1, 2010 shall be made by the Governors then in office under paragraph 5(b) of this By-Law until the requisite number of Governors have been appointed in accordance with that paragraph.

6. QUALIFICATIONS

Every Governor shall be disqualified from being a Governor if they:

- (a) are under eighteen (18) years old;
- (b) are a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (c) are a person who has been found to be incapable by any court in Canada or elsewhere;
- (d) have the status of a bankrupt; or
- (e) are a person who is an "ineligible individual" under the *Income Tax Act* (Canada) or any regulations made under it.

An individual elected or appointed to hold office as Governor shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Governor has been re-elected or reappointed where there is no break in the Governor's term of office. If an elected or appointed Governor consents in writing after the ten (10) day period referred to in this section, the election or appointment is valid.

7. ELECTIONS

The members of the Board of Governors elected under paragraphs 5(d) and 5(e) of this By-Law shall be elected in accordance with procedures established by the Board of Governors after consultation with the students and the staff groups referenced in paragraph 5 of this By-Law. Such procedures shall be set out in a by-law of the Board of Governors.

8. TERM OF OFFICE

- (a) The members of the Board of Governors appointed or elected under paragraph 5 of this By-Law, other than a Governor elected by the students under paragraph 5(d), shall be appointed or elected, as the case may be, to hold office for a term of three (3) years and shall be eligible for reappointment or re-election, subject to the qualification that no person may serve on the Board of Governors for more than six (6) years consecutively. Upon the expiration of two (2) years after having served on the Board of Governors for two (2) consecutive terms, such person shall be eligible for reappointment or re-election for successive terms not to exceed six (6) years in total.

- (b) The terms of the Governors appointed under paragraph 5(b) may be staggered so that, whenever possible, one-third (1/3) of the Governors are appointed each year.
- (c) The terms of the Governors elected under paragraph 5(e), being the staff representatives, may be staggered so that, whenever possible, one (1) such Governor shall be elected each year.
- (d) The Governor elected under paragraph 5(d) of this By-Law, being the student representative, shall be elected to hold office for a term of one (1) year and shall be eligible for re-election provided that no such person may serve on the Board of Governors for more than four (4) years consecutively. Upon the expiration of two (2) years after having served on the Board of Governors for four (4) consecutive years, such person shall be eligible for re-election for successive terms not to exceed four (4) years in total.
- (e) The members of the Board of Governors, other than those appointed or elected to fill a vacancy pursuant to paragraph 10 of this By-Law, shall take office on the 1st day of September in the year of their appointment or election, as the case may be.

9. VACANCIES

- (a) A Governor shall cease to be a Governor if:
 - (i) they cease to be qualified in accordance with paragraph 6;
 - (ii) they die or by notice in writing to the College they resign office, which resignation will be effective at the time it is received by the College or at the time specified in the notice, whichever is later; or
 - (iii) they are removed as Governor in accordance with paragraphs 22 to 24 of this By-Law.
- (b) Where any person elected to the Board of Governors under paragraph 5(d) or 5(e) of this By-Law ceases temporarily or permanently to be a student, academic staff member, administrative staff member or support staff member, as the case may be, such person shall cease to be a member of the Board of Governors, except for a student who graduates from the College prior to the expiration of the student's term, which student may remain a Governor until August 31st in the year of the student's graduation.

10. FILLING VACANCIES

- (a) Where a vacancy occurs in a position of the Governors appointed under paragraph 5(a) of this By-Law, the College shall request the LGIC to appoint a person to fill such vacancy for a term of three (3) years, commencing on the date of appointment and terminating on August 31st in the year in which such term expires.
- (b) Where a vacancy occurs in a position of the Governors appointed under paragraph 5(b) of this By-Law, the Board shall appoint a person to fill the vacancy for a term of three (3) years, commencing on the date of appointment and terminating on August 31st in the year in which such term expires.
- (c) Where a vacancy occurs in the position of the Governor elected under paragraph 5(d) of this By-Law, the students shall elect a new Governor in accordance with the by-law established under paragraph 7 of this By-Law for a term of one (1) year, commencing on the date of election and terminating on August 31st in the year in which such term expires.
- (d) Where a vacancy occurs in a position of the Governors elected under paragraph 5(e) of this By-Law, the applicable staff group shall elect a new Governor in accordance with the by-law established under paragraph 7 of this By-Law for a term of three (3) years, commencing on the date of appointment and terminating on August 31st in the year in which such term expires.

11. PROTECTION OF GOVERNORS AND OFFICERS

- (a) No Governors or officers 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 of 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 money 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 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 their representative office or trust or in relation thereto unless the same shall happen by or through the wrongful and wilful act or through the wrongful or wilful neglect or default of such Governor or officer 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.

- (b) 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.
- (c) The College may advance money to an individual referred to in paragraph 11(b) 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 paragraph 11(d).
- (d) The College shall not indemnify an individual under paragraph 11(b) 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.
- (e) Subject to applicable law, including the ONCA, OCAAT Act, and the Charities Accounting Act and the regulations made thereunder, the College may purchase and maintain insurance for the benefit of an individual referred to in paragraph 11, 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 Governor or officer, or in a similar capacity, of another entity if the individual acts or acted in that capacity at the College's request.

12. CONFLICT OF INTEREST

The Governors must comply with the Minister's Binding Policy Directive on Conflict of Interest, any Conflict of Interest Policy approved by the Board of Governors and the conflict of interest provisions of the ONCA.

13. REMUNERATION OF GOVERNORS

The Governors, excluding the President of the College, shall receive no remuneration for acting as Governors. However, Governors shall be reimbursed by the College for reasonable travelling and living expenses properly incurred by them in connection with meetings of the Board of Governors or other business of the College.

14. QUORUM

A quorum for a meeting of the Board of Governors shall be equal to a majority of the number of Governors required under paragraph 5 of this By-Law plus one.

15. BOARD MEETINGS

- (a) Except as otherwise required by law, meetings of the Board of Governors may be formally called by the Chair, a Vice Chair or by any two (2) Governors or by the Secretary on direction of any of these officers or Governors. The Board of Governors may consider or transact any business, special or general, at any meeting of the Board of Governors. All meetings of the Board of Governors shall be open to the public and no person shall be excluded from a meeting except:
- (i) for improper conduct as determined by the Board of Governors;
 - (ii) where a matter to be considered has been determined by the Board of Governors to be confidential to the College, which the Board of Governors may do if the matter pertains to:
 - 1. an individual personnel issue;
 - 2. strategic labour relations or collective bargaining issues;
 - 3. real or personal property transactions;
 - 4. litigation in which the College is involved;
 - 5. partnerships or other agreements with third parties;
 - 6. the removal of a Governor; or
 - 7. other matters which by their nature require confidentiality so as to preserve the legitimate interests of the College;

in which case the part of the meeting concerning such confidential matter may be closed to the public at the discretion of the Board of Governors;

- (iii) where a matter of a personal nature concerning an individual may be considered at a meeting, in which case the part of the meeting concerning such individual shall be closed to the public unless such individual requests and the Board of Governors agrees that that part of the meeting be open to the public.
- (b) Notwithstanding that a meeting or a portion of a meeting of the Board of Governors is closed to the public pursuant to this paragraph 15, the Board may request that its advisors, including senior staff, past Governors, professional advisors or any person providing services to the Board in a similar capacity may be present at the meeting or part thereof which is closed to the public.

16. NOTICE OF MEETINGS

- (a) Notice of meetings of the Board of Governors shall be delivered personally, given by telephone or sent by telegram, prepaid postal delivery, cable, facsimile, electronic mail or other electronic means to each Governor at their latest address as shown in the records of the College not less than three (3) business days before the meeting is to take place. The statutory declaration of the Secretary, Chair or a Vice Chair that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The Board of Governors may by resolution appoint a day or days in any month or months for regular meetings, at an hour to be named, and no notice of such regular meetings need be sent. Notice of a Board meeting need not specify the purpose of the business to be transacted at the meeting, unless the meeting is intended to deal with a matter referred to in section 34(c), in which case the notice must specify that matter.
- (b) Notice of meetings of the Board of Governors shall be made available to the public through the College website, and or other such manner as determined by the Board.

17. ERRORS ON NOTICE

No error or omission in giving notice for a meeting of the Board of Governors shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting and any Governor may at any time waive notice of a meeting and may ratify and approve of any or all proceedings taken or had at the meeting.

18. VOTING

Questions arising at any meeting of the Board of Governors shall be determined by a majority of votes cast by the membership of Governors, excluding the Chair, eligible to vote on the question. 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 by a show of hands by assent or dissent. The Chair shall have a casting vote only in the case of an equality of votes. 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 or proportion of the votes recorded in favour of or against such resolution; provided that any Governor present may require the number or proportion of votes recorded in favour of or against such resolution to be recorded in the minutes of such meeting.

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 Governors' 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.

19. ADJOURNMENTS

Any meeting of the Board of Governors may be adjourned to any time and from time to time and any business may be transacted at the adjourned meeting as might have

been transacted at the original meeting from which the adjournment took place. No notice shall be required of any adjournment if the time and place of the continued meeting is announced at the meeting that is adjourned. The adjournment may be made in spite of no quorum being present.

20. MEETINGS BY ELECTRONIC MEANS

If all the Governors have consented, a Board of Governors meeting or a meeting of a committee of Governors may be held by such telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a Governor participating in the meeting by those means is deemed to be present at the meeting.

21. DELEGATIONS TO THE BOARD

Delegates wishing to make a presentation at a Board (public or private) meeting shall contact the Executive Assistant in the Office of the Board of Governors in advance of the meeting date. A written submission in advance of the meeting is required in letter format outlining the matter to be discussed and contact information. The Executive Committee reserves the right to direct delegations to a senior staff member, a Committee of the Board or a Board meeting.

The Executive Committee will determine the details of the presentation (i.e. time allocated and number of speakers). Following the presentation, the Board may take immediate action or refer the matter to staff or another committee, pending further information or a staff report. Where appropriate, the delegation will be notified of the Board's actions as soon as possible.

REMOVAL OF GOVERNORS

22. GROUNDS FOR REMOVAL

The Board of Governors may remove a Governor (other than the President of the College or Governors appointed by the LGIC pursuant to paragraph 5(a) of this By-Law) from the Board of Governors by a resolution of the Governors passed pursuant to paragraph 23 of this By-Law if, in the opinion of the other Governors:

- (a) the Governor has failed to attend, without a leave of absence granted by the Board of Governors, at least seventy-five percent (75%) of the regular meetings of the Board of Governors in any twelve (12) month period or two (2) consecutive meetings of the Board of Governors;

- (b) the Governor has failed to attend, without a leave of absence granted by the Board of Governors, at least seventy-five (75%) of the regular meetings of any committee of the Board of Governors to which such Governor has been appointed in any twelve (12) month period or two (2) consecutive meetings of any committee to which such Governor has been appointed;
- (c) a Governor ceases to be qualified to be a Governor;
- (d) the Governor has neglected or refused to participate on committees of the Board of Governors and/or to contribute to effective discussion and decision making at the Board of Governors;
- (e) the Governor has failed to comply with the conflict of interest provisions set forth in paragraph 12 of this By-Law;
- (f) the Governor has failed to maintain the confidentiality of any and all information, discussions or proceedings at meetings of the Board of Governors which were closed to the public;
- (g) 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; or
- (h) the Governor has committed one of the following grounds of misconduct and in consequence would, if such Governor were to continue as a Governor, adversely affect the image and/or operations of the Board of Governors or of the College:
 - (i) harassment (including activities that would constitute harassment under College policies);
 - (ii) violence (including activities that would constitute violence under College policies);
 - (iii) conviction of a criminal offence;
 - (iv) conduct unbecoming of a Governor; or
 - (v) discrimination as defined under the *Ontario Human Rights Code* (including activities that would constitute discrimination under College policies).

23. PROCEDURE FOR REMOVAL

- (a) Prior to the Board of Governors voting to remove a Governor, the Chair or a Vice-Chair of the Board shall discuss the matter with such Governor to explain why the removal is being considered and to seek a satisfactory explanation of or solution to the alleged grounds for removal. If the discussions do not result in a satisfactory explanation or solution, the matter shall be brought to the Board of Governors at a meeting which is closed to the public, and the Board of Governors shall determine by resolution, passed by at least two-thirds (2/3) of the votes cast, whether such Governor is to be removed. The notice for such meeting shall specify the intention to pass a resolution removing such Governor and the grounds for removal. Such Governor shall be given an opportunity to respond to the grounds for removal by addressing the Board of Governors at such meeting, but shall leave the meeting for and shall refrain from voting. Such Governor shall be clearly notified in writing of the final consideration and decision of the Board of Governors and any action that will be taken.
- (b) With respect to any member of the Board appointed by the LGIC under paragraph 5(a) of this By-Law, if the Board of Governors believes that there exists a reason justifying the removal of a Governor from the Board of Governors, the Board may set out those reasons in a report to the Minister for referral to the LGIC.

24. REMOVAL REVIEW PROCEDURE

- (a) If a person appointed under paragraph 5(b), (d) or (e) of this By-Law is removed as a Governor, they may request a review of the decision of the Board of Governors in which case the Board shall establish a review committee comprised of three (3) past Governors (the "Review Committee").
- (b) The Review Committee shall consider and determine 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 shall not include a review of whether the Board of Governors was correct in removing a Governor from the Board of Governors.
- (c) The decision of the Review Committee on whether the decision of the Board of Governors was made for a reason set out in this By-Law and in accordance with the procedure established in this By-Law shall be final and binding.
- (d) The Chair of the Board and the President of the College shall sign a written attestation that the removal process was carried out in accordance with this By-Law.

OFFICERS

25. APPOINTMENT OF OFFICERS

- (a) The Board of Governors shall annually elect a Chair and two (2) Vice Chairs from among its members appointed under paragraph 5(a) or 5(b) of this By-Law and all three (3) shall be eligible for re-election except that the Chair may serve for a maximum of two (2) consecutive years and each of the Vice Chairs may serve for a maximum of four (4) consecutive years.
- (b) The Board of Governors shall appoint a Secretary and a Treasurer or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer, and such other officers as the Board of Governors may determine by resolution from time to time. The Secretary and the Treasurer and all other officers, if any, appointed from time to time under this paragraph 25(b) need not be members of the Board of Governors, unless otherwise specified by the Board of Governors.
- (c) The Board of Governors shall appoint a President as contemplated by the OCAAT Act and the OCAAT Regulation, which appointee shall, upon such appointment, become a member of the Board of Governors by virtue of office.
- (d) Upon completion of their term as Chair, the Chair shall become the Past Chair. If the Past Chair ceases to become an appointed Governor at the end of their term as Chair or during their term as Past Chair, the Board of Governors may appoint, at its discretion, such person as or to continue as, as applicable, Past Chair to attend meetings of the Board of Governors in a non-voting capacity as an advisor to the Board. The Past Chair shall remain in office until replaced by the next Past Chair.

26. CHAIR

The Chair shall, when present, preside at all meetings of the Board of Governors. The Chair shall also have such other powers and duties as may from time to time be assigned to them by the Board of Governors.

27. VICE CHAIR

Each Vice Chair shall have such powers and perform such duties as may be assigned to them by the Board of Governors and, in the absence or inability or refusal to act by 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 of Governors 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 by the Chair shall be presumed with reference

thereto. In the event of the absence or inability or refusal to act by the Chair, the Board of Governors shall decide, by ordinary vote, as to which Vice Chair is to act as Chair at any meeting.

28. PAST CHAIR

The Past Chair shall advise and assist the Chair and the Board of Governors on all matters which are presented to the Past Chair.

29. PRESIDENT

The Board of Governors shall delegate to the President of the College the full authority to manage and direct the business and affairs of the College (except such matters and duties as by law must be transacted or performed by the Board of Governors), and to employ and discharge agents and employees of the College. The President of the College shall conform to all lawful orders given to them by the Board of Governors of the College and shall, at all reasonable times, give to the Board of Governors all information they may require regarding the affairs of the College.

30. SECRETARY

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

31. TREASURER

The Treasurer shall keep full and accurate accounts of all monies or other valuable effects in the name and to the credit of the College in such bank or banks as may from time to time be designated by the Board of Governors. They 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 meetings thereof, or whenever required of them, an account of all their transactions as Treasurer, and of the financial position of the College.

They 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.

32. REMUNERATION AND REMOVAL OF OFFICERS

The Board of Governors may, in accordance with and subject to the obtaining of such approvals as may be required by any applicable statutory provision, fix the remuneration to be paid to the President. All officers who are not employees of the College shall be subject to removal from their office by resolution of the Board of Governors at any time with or without cause. In addition, if the Secretary or the Treasurer of the College is an employee of the College, the Board of Governors may, by resolution, remove the Secretary or Treasurer from such office provided that such removal does not affect the employment relationship of such person with the College.

33. VACANCIES

If the office of one or more of the Chair, a Vice Chair, Secretary, Treasurer or President of the College shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Governors shall elect or appoint a person to fill such vacancy.

COMMITTEES

34. GENERAL

- (a) Annually, the Board of Governors shall appoint or provide for the appointment of permanent committees of the Board of Governors, in such number and with such duties as the Board of Governors may from time to time prescribe by resolution. Subject to the provisions of this By-Law, the number of members of each committee shall be determined from time to time by the Board of Governors. Subject to the provisions of this By-Law, a quorum for a meeting of a committee shall be a majority of the members of such committee. All committees shall be subject to the authority of the Board of Governors and no decisions of the committees shall be binding upon the Board of Governors or the College, unless and until adopted and ratified by the Board of Governors. It shall be the duty of the chair of each committee to file minutes of the committee meetings and an annual report with the Chair of the Board of Governors.
- (b) The members of the committees of the Board of Governors shall hold office at the pleasure of the Board of Governors, and the President of the College shall be a member by virtue of office of each such committee. Without limitation,

the permanent committees shall include an Executive Committee, a Finance and Audit Committee, a Development Committee, and a Nominations Committee.

- (c) The Board of Governors may appoint from their number a committee of Governors (which may be referred to as an executive committee) and delegate to such committee any of the powers of the Board of Governors except those which may not be delegated by the Board of Governors pursuant to legislation, Ministry Binding Policy Directives and subsection 36(2) of the ONCA, as applicable, including, but not limited to:
 - (i) to fill a vacancy among the Governors or in the position of auditor;
 - (ii) to appoint additional Governors;
 - (iii) to issue debt obligations except as authorized by the Governors;
 - (iv) to approve any annual financial statements; or
 - (v) to adopt, amend or repeal by-laws.
- (d) Members of committees and sub-committees of the Board of Governors shall receive no remuneration for acting as such, however, they shall be reimbursed by the College for reasonable travelling and living expenses properly incurred by them in connection with committee or subcommittee meetings, as applicable, or other business of the College.
- (e) All meetings of a committee or sub-committee shall be closed to the public. A committee or sub-committee may invite advisors, including senior staff, past Governors, professional advisors or any person providing services to the committee in a similar capacity, to a meeting or part thereof.

35. EXECUTIVE COMMITTEE

The Executive Committee of the Board of Governors shall consist of the Chair, the two (2) Vice Chairs, the Chair of the Finance and Audit Committee and the President of the College together with such other members of the Board of Governors appointed as a Governor pursuant to paragraph 5(a) or (b) of this By-Law whom the Board may appoint. In addition, the Secretary and/or the Treasurer, or the Secretary-Treasurer, of the College, as applicable, may be appointed by the Board to be a non-voting member of the Executive Committee. The Executive Committee shall perform such duties as may be assigned to it by the Board of Governors in accordance with this By-Law and shall report to the Board of Governors at all meetings thereof, if called

upon to do so. It shall have power, on its own motion, to make such inquiries and bring such recommendations to the Board of Governors as it may deem to be in the best interests of the College.

36. FINANCE AND AUDIT COMMITTEE

The Chair of the Finance and Audit Committee shall be appointed from the Governors by the Board of Governors. The other members of the Finance and Audit Committee shall be appointed by the Board of Governors and shall consist of a minimum of four (4) Governors. The Finance and Audit Committee shall provide assistance to the Board of Governors in fulfilling its fiduciary responsibilities relating to accounting and reporting practices. It shall maintain a direct line of communication between the Board of Governors and the College's external auditors and shall review the year end audited financial statements and the work performed by the external auditors. The Finance and Audit Committee shall meet a minimum of two (2) times per year. Additional meetings, if required, shall be held at the call of the chair of the Finance and Audit Committee.

In accordance with the ONCA, the following provisions apply to the Finance and Audit Committee:

- (a) a majority of the Finance and Audit Committee members must not be officers or employees of the College or of any of its affiliates;
- (b) the Finance and Audit Committee shall review the College's financial statements before they are approved by the Governors; and
- (c) the auditor or person appointed to conduct a review engagement is entitled to notice of the time and place of any Finance and Audit Committee meeting.

A Governor or an officer shall immediately notify the Finance and Audit Committee and the auditor of any error or misstatement of which the Governor or officer becomes aware in a financial statement prepared for the College.

37. DEVELOPMENT COMMITTEE

The Chair of the Development Committee shall be appointed from the Governors by the Board of Governors. The other members of the Development Committee shall be appointed by the Board of Governors and shall consist of a minimum of four (4) Governors, as well as a minimum of two (2) persons who are not Governors. The Development Committee shall help to identify and secure new funds for the College's fundraising campaigns, as well as provide continuity and linkage to the College's catchment communities and donors. The Development Committee shall meet a

minimum of four (4) times per year. Additional meetings, if required, shall be held at the call of the chair of the Development Committee.

38. NOMINATIONS COMMITTEE

The Chair of the Nominations Committee shall be one of the Vice Chairs of the Board of Governors, as determined by the Board of Governors, provided that the Vice Chair's term of office is not eligible for renewal. Should the terms of office for both Vice Chairs be eligible for renewal, the Board will select a Governor to serve as Chair, provided that said Governor's term of office is not eligible for renewal. The other members of the Nominations Committee shall be appointed by the Board of Governors and shall consist of a minimum of two (2) Governors, provided that no Governor whose term of office is eligible for renewal shall be a member of the Nominations Committee. The Nominations Committee shall be responsible for preparing a list of candidates for appointment to the Board of Governors pursuant to paragraphs 5(a) and 5(b) of this By-Law. The further duties of the Nominations Committee shall be established from time to time by the Board of Governors.

39. PROGRAM AND OTHER ADVISORY COMMITTEES

The Board of Governors shall ensure that advisory committees exist for each program of instruction offered by the College and such other advisory committees, including campus advisory committees, as it deems advisable from time to time. The Board of Governors shall pass a By-Law which shall establish the structure, terms of reference and procedures for program advisory committees.

COLLEGE COUNCIL

40. COLLEGE COUNCIL

The Board of Governors shall establish an advisory college council called the "College Council" for the purpose of providing a means for students and staff of the College to provide advice to the President of the College on matters of importance to students and staff. The Board of Governors shall pass a By-Law which shall establish the structure, composition, terms of reference and procedures for the College Council.

EXECUTION OF DOCUMENTS

41. 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 the officer or officers or person or persons and in the manner from time to time prescribed by the Board of Governors.

42. EXECUTION OF DOCUMENTS

- (a) Documents requiring execution on behalf of the College may be signed by any two (2) of the President, the Chair, a Vice Chair, the Secretary or the Treasurer of the College and all documents so signed are binding upon the College without any further authorization or formality. The Board of Governors may from time to time appoint any officer or officers or any person or persons on behalf of the College either to sign documents generally or to sign specific documents, provided that the Past Chair may not sign documents unless they are appointed as a Governor pursuant to paragraphs 5(a) and 5(b) of this By-Law.
- (b) Contracts in the ordinary course of the College's operation may be executed by the President of the College or by any person authorized by the President.

FISCAL YEAR AND AUDITORS

43. FISCAL YEAR

The fiscal period of the College shall terminate on the 31st day of March in each and every year or on such other date as the Board of Governors may from time to time by resolution determine.

44. AUDITORS

The Board of Governors shall retain auditors for a five (5) year term to review and audit the accounts and transactions of the College and to report their findings to the Board of Governors, provided that the Board of Governors shall annually appoint and review the performance of the auditors and shall only reappoint the auditors for the ensuing year if the Board of Governors is satisfied with the performance of the auditors for the preceding year.

GENERAL

45. REGISTERED OFFICE

The registered office of the College shall be in the City of Barrie, in the County of Simcoe, in the Province of Ontario and at such place therein as the Governors may from time to time determine.

46. SEAL

The corporate seal of the College shall be such as the Board of Governors may by resolution from time to time approve.

47. BOOKS AND RECORDS

(a) The Board of Governors shall ensure that all necessary minutes and records of the College required by the By-Laws of the College, or any applicable statute or law, are regularly and properly kept.

(b) Without limiting the generality of paragraph 47(a) of this By-Law, the Board of Governors shall keep minutes and records of its proceedings that accurately reflect the proceedings of the Board of Governors.

(c) The By-Laws shall be open to examination by the public during the normal office hours of the College and, wherever possible, shall be available to the public at no charge on a web site on the Internet.

48. RULES OF ORDER

In all instances not provided for in these By-Laws or in any rules of order developed by the Board of Governors, the provisions of Robert's Rules of Order shall be applicable to all procedures of the Board of Governors.

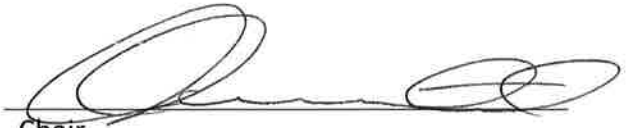
49. AMENDMENTS

The terms of these By-Laws may be amended from time to time by ordinary resolution of the Board of Governors.

50. REPEAL OF BY-LAW

By-Law No. 6 and By-Law No. 17 and any other By-Laws of the College inconsistent with this By-Law be and the same are repealed upon the enactment of this By-Law.

We hereby certify that the foregoing By-Law was enacted by the Board of Governors on December 15, 2022, motion #6046.



Chair



Secretary-Treasurer

