

POLICY TYPE: SECTION 6 - APPENDICES: BY-LAWS

POLICY TITLE: PREAMBLE

The By-Laws

The By-Laws of Redeemer University College were originally approved in 1980 and were updated and consolidated into three By-Laws (A-1, A-2 and A-3) in 2001 as described below. By-Law A-4, regarding the size of the Senate of Redeemer University College, was added in 2004.

By-Law No. A-1 relating generally to the Objects, Statement of Basis and Principles, and Membership of Redeemer University College.

By-Law No. A-2 relating generally to the transaction of the affairs of Redeemer University College (the University College), passed pursuant to *Redeemer Reformed Christian College Act, 1998, (the Act) and Redeemer University College Act, 2000*.

By-Law No. A-3 authorizing the selection and appointment of an executive and other committees of the Board of Governors of Redeemer University College, pursuant to Section 4 (17) of the *Redeemer Reformed Christian College Act, 1998 (the Act)*.

By-Law No. A-4 is a by-law regarding the size of the Senate of Redeemer University College.

By-Law No. A-5 is a by-law to amend By-Law No. A-2, Articles 10 and 22.

By-Law No. A-6 is a by-law to amend By-Law No. A-2, Article 4, paragraph 4.9; Article 6; Article 18, paragraph 18.2; and Article 20

POLICY TYPE: SECTION 6 - APPENDICES: BY-LAWS

POLICY TITLE: BY-LAW NO. A-1

A by-law relating generally to the Objects, Statement of Basis and Principles, and Membership of Redeemer University College.

BE IT ENACTED as a by-law of Redeemer University College (the University College) as follows:

ARTICLE 1

(These Objects are set forth in section 3 of the University's Provincial Charter)

Objects

The objects of the University College are to provide, at the post-secondary level,

- (a) for the advancement of learning and dissemination of knowledge on the basis of the Reformed confessions, traditions and perspectives;
- (b) degree, diploma and certificate programs and courses of study based on Biblical and theological studies, studies in the foundations of Reformed Christian perspectives, which programs and courses may include studies in the general arts, humanities, and sciences, both natural and social, permeated by such Scripturally-directed Reformed Christian perspectives, in accordance with the Statement of Basis and Principles set out in the by-laws of the University College;
- (c) diploma and certificate programs and courses of study in the general arts, humanities and sciences, including both pure and applied natural and social sciences in accordance with the Statement of Basis and Principles set out in the by-laws of the University College;
- (d) degree programs and courses of study in the general arts, humanities and sciences, including both pure and applied natural and social sciences, under the supervision of and pursuant to a written agreement with,
 - (i) a university established under an Act of the Legislature,
 - (ii) an educational institution established outside Ontario which has the authority to grant non-religious degrees and which is accredited in its jurisdiction of origin, or
 - (iii) an educational institution not referred to in sub-clause (i) or (ii) if that institution has obtained the written consent of the Minister of Training, Colleges and Universities, under the *Post-secondary Education Choice and Excellence Act, 2000* (superseding the *Degree Granting Act, 1990*), and
- (e) diploma and certificate programs and courses of study sponsored jointly with other institutions or organizations.

POLICY TYPE: SECTION 6 - APPENDICES: BY-LAWS

POLICY TITLE: BY-LAW NO. A-1

ARTICLE 2

Statement of Basis and Principles

(all references to “man” are to be understood as gender inclusive)

Our supreme standard is the Bible. These Scriptures, both Old and New, reveal some basic principles relevant to education, which we affirm:

Scripture:

The Scriptures are the written and inspired Word of God, the infallible and authoritative rule of faith for the direction of the whole of life.

Creation:

God created and structured the universe in all its many ways by His Word. The meaning of the creation is focussed in man, God's image-bearer, with whom He has established a special covenant relationship in Jesus Christ.

Sin:

Man's disobedience, which brought God's curse upon all mankind, alienated man from his Creator, himself, his fellow man, and the rest of the creation; distorted his view of the meaning and purpose of life; and misdirected human culture and learning.

Redemption:

Christ, the Word of God incarnate, is the only Redeemer, the Renewer of our whole life. He restores man and the rest of the creation to God and calls man back to his God-appointed task in the world.

Human Life:

Man is by nature a religious being. All of human life, including educational work, must be understood as a response to the one true God. Consequently, man serves either the Lord or a god of his own making.

Knowledge:

True knowledge of God, ourselves and the rest of the creation is made possible only by means of a true faith in Jesus Christ, in whom are found all the treasures of wisdom and knowledge. True knowledge is attained only when the Holy Spirit enlightens men's hearts by the integrating Word of God and sets them in the truth. However, by God's gracious providence after the fall, those who rejected the Word of God do provide many valuable insights into the structure of reality.

Teaching and Learning:

In the context of their scholarship, the teachers of the University College are called to lead students toward a deeper understanding of God's world and its history and to help them reach a cultural maturity grounded in the Biblical faith. In order to carry out this calling, the teachers

POLICY TYPE: SECTION 6 - APPENDICES: BY-LAWS

POLICY TITLE: BY-LAW NO. A-1

and students of the University College should endeavour to discover God's laws and the structures of the creation so that the students may effectively take up their specific responsibilities and vocations in a way that will further the coming of the Lord's Kingdom.

We believe that this Statement of Basis and Principles is wholly in harmony not only with Scripture but also with the historic creeds of the Reformation.

ARTICLE 3
Membership

The membership shall consist of *supporting members* of the University College. A *supporting member* of the University College means a person who has subscribed to the *Objects* and the *Statement of Basis and Principles* as set forth in Articles 1 and 2 of Consolidated By-law No. A-1, (or the former By-law No. 1) who has paid the dues from time to time established by the supporting members, who has attained the age of eighteen years, who is not students at the University College, and who has been admitted as a supporting member of the University College by the Board of Governors in accordance with the by-laws of the University College. Corporations, partnerships and other legal entities shall not be admitted as supporting members.

Students of the University College who have attained the age of eighteen years and who meet all the conditions as set forth in the foregoing paragraph shall be eligible only as associate members without voting rights during the time they are students at the University College.

In case of resignation, a supporting member shall remain liable for payment of any assessment or other sum levied or which became payable by the supporting member to the University College prior to the acceptance of the tendered resignation.

Each supporting member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the supporting members.

Each supporting member and each associate member shall promptly be informed by the Secretary of the Board of Governors of that person's acceptance as a supporting or associate member.

A supporting member who in the sole opinion of the Board of Governors no longer qualifies as a supporting member as defined in this Article 3 of Consolidated By-law No. A-1, shall be removed from the supporting membership register of the University College by the Secretary after a simple majority vote of the Board of Governors.

POLICY TYPE: SECTION 6 - APPENDICES: BY-LAWS

POLICY TITLE: BY-LAW NO. A-2

A by-law relating generally to the transaction of the affairs of Redeemer University College (the University College), passed pursuant to *Redeemer Reformed Christian College Act, 1998, (the Act.) and Redeemer University College Act, 2000.*

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

1. HEAD OFFICE

The Head Office of the University College shall be in the City of Hamilton, in the Province of Ontario, and at such place therein as the Board of Governors may from time to time determine.

2. SEAL

The Seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the University College.

3. QUALIFICATIONS FOR A MEMBER OF THE BOARD OF GOVERNORS

No person shall be a member of the Board of Governors unless he or she is,

- (a) a Canadian citizen or a permanent resident of Canada; and
- (b) a supporting member.

No person shall be a member of the Board of Governors if he or she is a student or employee of the University College.

3.1 The office of the Board of Governors member shall be automatically vacated if:

- 3.1.1 a Board of Governors member resigns his or her office by delivering a written resignation to the Secretary of the Board of Governors;
- 3.1.2 at a special meeting of the Board of Governors a resolution is passed by two-thirds of the members of the Board of Governors that he or she be removed from office.

4. ELECTION OF A MEMBER OF THE BOARD OF GOVERNORS

4.1 Board of Governors members shall be elected to fill a vacancy under section 4(2)(a) of the *Act* as follows:

- 4.1.1 each Classis of the Christian Reformed Church in North America located for the greater part in the Province of Ontario shall be asked to present names of persons residing within the geographical area of the Classis for nomination by the Board of Governors to the supporting members when a vacancy occurs in a seat designated in paragraph 4.1.2.
- 4.1.2 one seat is hereby set aside for each of the 6 Classes of the Christian Reformed Church in North America located primarily in the Province of Ontario.

POLICY TYPE: SECTION 6 - APPENDICES: BY-LAWS

POLICY TITLE: BY-LAW NO. A-2

- 4.2 Board of Governors members shall be elected to fill a vacancy under section 4(2)(b) of the *Act* as follows:
- 4.2.1 Classis Ontario of the Reformed Church of North America shall be asked to present names of persons residing within the geographical area of the Classis for nomination by the Board of Governors to the supporting members when a vacancy occurs in a seat designated in paragraph 4.2.2.
- 4.2.2 one seat is hereby set aside for Classis Ontario of the Reformed Church of North America, under Section 4 (2) (b) of the Act.
- 4.3 Board of Governors members shall be elected to fill a vacancy under section 4(2)(c) of the *Act*, as follows:
- 4.3.1 the Ontario Christian School Administrators Association shall be asked to present names of administrators for nomination by the Board of Governors to the supporting members when a vacancy occurs in a seat designated in paragraph 4.3.2
- 4.3.2 one seat is hereby designated to correspond to each geographic region known by the Ontario Alliance of Christian Schools as "Sections" up to a maximum of Six seats.
- 4.4 Board of Governors members shall be elected to fill a vacancy under section 4(2)(d) of the *Act*, as follows:
- 4.4.1 Any supporting member of the University College may send in to the Board of Governors the name or names of the supporting members of the College which that member would like to have included in the nomination list and the Board of Governors shall have the absolute discretion of placing any such names on the Board of Governors' nomination list to fill vacancies under section 4(2)(d) of the *Act*
- 4.4.2 Nine seats are hereby created and set aside under Section 4(2)(d) of the Act for representation of the membership on the Board of Governors
- 4.5 Board of Governors members shall be elected to fill a vacancy under section 4(2)(e) of the *Act*, as follows:
- 4.5.1 one seat is hereby created and set aside for the election of an alumnus member of the University College to the Board of Governors from among nominees presented by the Alumni Association of the University College.
- 4.6 Failure of anybody identified in 4.1, 4.2, 4.3, 4.4 and 4.5 to recommend persons for nomination to fill a vacancy in its designated seat on the Board of Governors shall in no way prevent the Board of Governors from functioning. In the event that anybody identified in 4.1, 4.2, 4.3 and 4.4 fails to recommend persons for nomination, the Board of Governors shall have the power to fill the resulting vacancy in accordance with section 4(12) of the *Act*.

POLICY TYPE: SECTION 6 - APPENDICES: BY-LAWS

POLICY TITLE: BY-LAW NO. A-2

4.7 The Board of Governors in preparing its nominations shall strive to determine that the supporting members being presented for Board of Governors members, if elected, together with the existing Board of Governors members in office, shall fairly represent the geographical distribution of the supporting membership of the University College.

4.8 Board of Governors members shall be elected at the Annual General Meeting of the supporting members of the University College.

4.9 Supporting members unable to attend the annual meeting but who wish to vote shall be entitled to cast their signed ballots by mail for the election of Board of Governors members.

5. TERM OF OFFICE FOR BOARD OF GOVERNORS MEMBERS

A Board of Governors member shall hold office for a term of three years and until his successor has been duly elected, in accordance with section 4(11) or (12) of the *Act*. No member shall serve for more than 6 consecutive years, but on the expiration of one year after having served on the Board of Governors for six consecutive years, a person is again eligible for membership on the Board of Governors. The six-year limit referred to above does not include any time served on the Board of Governors in order to fill a vacancy on the Board of Governors.

6. QUORUM AND MEETINGS OF THE BOARD OF GOVERNORS

A simple majority of the Board of Governors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Governors may hold its meetings at such place or places as it may from time to time determine, but at least two meetings per year should be held. No formal notice of any such meeting shall be necessary if all the Board of Governors members are present, or if those absent have signified their consent to the meeting being held in their absence. Board of Governors meetings may be formally called by the Chair or Vice-Chair or by the Secretary on the direction of the Chair or Vice-Chair, or by the Secretary on the direction in writing of two Board of Governors members. Notice of such meetings shall be delivered manually, by telephone, by facsimile or by e-mail to each Board of Governors member not less than one week before the meeting is to take place or the agenda materials shall be delivered to each Board of Governors member not less than two days before the meeting is to take place. The statutory declaration of the Secretary or 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 appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Board of Governors meeting may also be held, without notice, immediately following the annual meeting of the University College. The Board of Governors may consider or transact any business either special or general at any meeting of the Board of Governors.

7. ERRORS IN NOTICE TO BOARD OF GOVERNORS MEMBERS

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

POLICY TYPE: SECTION 6 - APPENDICES: BY-LAWS

POLICY TITLE: BY-LAW NO. A-2

8. VOTING OF THE BOARD OF GOVERNORS

Questions arising at any meeting of the Board of Governors shall be decided by a majority of votes. In case of an equality of votes, the matter shall fail. All votes at any such meeting shall be taken by ballot if so demanded by any Board of Governors member present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. 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 resolutions.

9. REMUNERATION OF BOARD OF GOVERNORS MEMBERS

The Board of Governors members shall receive no remuneration for acting as such, but this shall not preclude payment of any properly authorized out-of-pocket expense.

10. OFFICERS OF THE UNIVERSITY COLLEGE

In addition to a Chair and Vice-Chair, there shall be a Secretary and a Treasurer and such other officers as the Board of Governors may determine by by-law from time to time. The Chair, Vice-Chair, Secretary and Treasurer and other such officers as the Board of Governors may determine shall be elected annually at the first meeting of the Board of Governors from among their number. The Chair may serve for up to three consecutive years.

11. DUTIES OF CHAIR AND VICE-CHAIR

The Chair shall, when present, preside at all meetings of the supporting members of the University College and of the Board of Governors and of the Executive Committee. The Chair, with the Secretary or other officers appointed by the Board of Governors for the purpose, shall sign all by-laws. During the absence or inability of the Chair, his or her duties and powers shall be exercised by the Vice-Chair or in the case of his or her absence, the Board of Governors may appoint one of its members to act as Chair for the time being and shall act as and have all the powers of the Chair.

The Chair shall be a member *ex officio* of all committees of the Board of Governors and shall be notified of all their meetings.

12. DUTIES OF SECRETARY

The Secretary shall supervise the recording of all facts and minutes of all proceedings at these meetings in the books kept for that purpose. He or she shall give all notices required to be given to the supporting members and to the Board of Governors members, and he or she shall perform such other duties as may from time to time be determined by the Board of Governors.

13. DUTIES OF TREASURER

The Treasurer shall render to the Board of Governors at the regular meetings thereof or whenever required of him/her, an account of the financial position of the University College. He or she shall also perform such other duties as may from time to time be determined by the Board of Governors.

POLICY TYPE: SECTION 6 - APPENDICES: BY-LAWS

POLICY TITLE: BY-LAW NO. A-2

14. DUTIES OF OTHER OFFICERS

The duties of all other officers of the University College shall be such as the terms of their engagement call for or the Board of Governors requires of them.

15. EXECUTION OF DOCUMENTS

Deeds, transfers, licences, contracts, and engagements on behalf of the University College shall be signed by at least two authorized signing officers of the University College and, where necessary sealed with the seal of the University College.

Any person or persons from time to time designated by the Board of Governors may transfer any and all shares, bonds or other securities from time to time standing in the name of the University College in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the University College transfers of shares, bonds or other securities from time to time transferred to the University College, and may affix the corporate seal of the University College to any such transfers or acceptance of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the By-laws of the University College, the Board of Governors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the University College may or shall be executed.

16. BOOKS AND RECORDS

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

17. DUES

The President shall notify the supporting or associate members of the dues or fees at any time payable by them and, if any are not paid within 90 days of the date of a second reminder notice, the supporting or associate members in default shall cease to be supporting or associate members of the University College.

18. ANNUAL AND OTHER MEETINGS OF THE SUPPORTING MEMBERS

18.1 The annual or any other general meeting of the supporting members shall be held at the head office of the University College or elsewhere in Ontario as the Board of Governors may determine and on such a day as the said Board of Governors shall appoint.

18.2 The Board of Governors on its own initiative or by written request of 10% of the supporting members as set out in 18.3, has power to call at any time a general meeting of the supporting members of the University College. No public notice nor advertisement of the supporting members' meetings, annual or general, shall be required, but notice of

POLICY TYPE: SECTION 6 - APPENDICES: BY-LAWS

POLICY TITLE: BY-LAW NO. A-2

the time and place of every such meeting together with the preliminary agenda shall be given to each supporting member by sending the notice by prepaid mail or telegraph, not less than 14 days before the time fixed for the holding of such meeting.

- 18.3 If a supporting membership meeting is requested, the request shall be made to the Board of Governors in writing, shall be signed by at least 10% of the supporting members, and shall set out the reasons for calling the special meeting. Upon receipt of such a request by the Secretary of the University College, the Board of Governors shall call a meeting within 60 days of receipt of such a request.
- 18.4 Supporting members of the University College may present proposals to the annual meeting of the supporting members provided that the proposal in written form has been filed with the Secretary of the Board of Governors at least 60 days prior to the annual meeting.

19. ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the supporting members of the University College shall invalidate such meeting or make void any proceedings taken thereat and any supporting member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any supporting member, Board of Governors member or officer for any meeting or otherwise, the address of any supporting member, Board of Governors member or officer shall be his last address recorded on the books of the University College.

20. ADJOURNMENT

Any meeting of the supporting members or of the Board of Governors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

At all meetings of the supporting members every question shall be decided by the majority of the votes of the supporting members present in person, unless otherwise required by the by-laws of the University College, or by law. Every question shall be decided in the first instance by assent or dissent unless a poll be demanded by any supporting member. Every supporting member having voting rights shall have one vote, and, unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the supporting members shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the supporting members and such poll

POLICY TYPE: SECTION 6 - APPENDICES: BY-LAWS

POLICY TITLE: BY-LAW NO. A-2

shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the supporting members in general meeting upon the matter in question.

21. FINANCES GENERALLY

The University College shall be maintained by supporting and associate membership dues, tuition fees, gifts, grants and other appropriate sources of revenue.

The University College may be supported by one or more Foundations established in Canada and the United States of America and these Foundations may use the name Redeemer Foundation so long as they are established for the financial support of the programs adopted by the University College.

22. FISCAL YEAR

Unless otherwise ordered by the Board of Governors, the fiscal year of the University College shall terminate on the 30th day of June in each year.

23. CHEQUES, ETC.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the University College, shall be signed by such officer or officers, agent or agents of the University College and in such manner as shall from time to time be determined by resolution of the Board of Governors, and any one of such officers or agents may alone endorse notes and drafts for collection on account of the University College through its bankers, and endorse notes and cheques for deposit with the University College's bankers for the credit of the University College, or the same may be endorsed "for collection" or "for deposit" with the bankers of the University College by using the University College's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the University College and the University College's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

24. DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the University College may be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Governors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the University College signed by such officer or officers, agent or agents of the University College, and in such manner, as shall from time to time be determined by resolution of the Board of Governors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Governors shall be fully protected in acting in accordance with the directions of the Board of Governors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

POLICY TYPE: SECTION 6 - APPENDICES: BY-LAWS

POLICY TITLE: BY-LAW NO. A-2

25. NOTICE

Whenever under the provision of the By-laws of the University College, notice is required to be given, such notice may be given either personally or sent by facsimile or e-mail, or by depositing same in a post office or public letter box, in a prepaid, sealed wrapper addressed to the Board of Governors member, officer or supporting member at his or her or their address as the same appears on the books of the University College. A notice so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid, or if sent by facsimile or e-mail shall be held to be sent when the same was sent and confirmed as having been delivered on the sending equipment. For the purpose of sending any notice the address of any supporting member, Board of Governors member or officer shall be his last, postal, facsimile, or e-mail address as recorded on the books of the University College.

26. BORROWING

The Board of Governors may from time to time subject to the Act.

- (a) borrow money on the credit of the University College; or
- (b) issue, sell or pledge securities of the University College; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the University College, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the University College.

From time to time the Board of Governors may authorize any Board of Governors member, officer or employee of the University College or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the University College as the Board of Governors may authorize, and generally to manage, transact and settle the borrowing of money by the University College.

27. AMENDMENTS

27.1 Articles 1, 2 and 3 of Consolidated By-law No. A-1 and the requirements of any other Articles of the By-laws requiring subscription to Articles 1, 2 and 3 of Consolidated By-law No. A-1, may only be amended by a vote of three-quarters of the supporting members of the University College present at a special meeting called for the purpose of amending Consolidated By-law No. A-1.

27.2 All by-laws except Consolidated By-law No. A-1 and all Articles therein contained may only be amended by a vote of two-thirds of the supporting members of the University College present at a special meeting called for the purpose of amending by-laws.

POLICY TYPE: SECTION 6 – APPENDICES: BY-LAWS

POLICY TITLE: BY-LAW NO. A-2

Any proposal for the amendment of any By-law or part thereof shall be submitted to the Board of Governors as any other proposal and shall be submitted to the supporting members with the notice of the meeting.

28. SUBSCRIPTION BY ADMINISTRATORS AND FACULTY

All officers of the University College, all persons appointed to teach at the University College, all senior administrators, before being appointed by the Board of Governors, shall be required to subscribe to the Articles 1 and 2 of Consolidated By-law No. A-1 before being appointed and his or her appointment will cease when such person advises the Board of Governors that he or she no longer subscribes to Articles 1 and 2 of Consolidated By-law No. A-1.

29. INTERPRETATION

In these by-laws and in all other by-laws of the University College hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

The word "University College" shall be deemed Redeemer University College and the words "Board of Governors member" shall be deemed to mean a member of the Board of Governors and "Executive Committee" shall be the meaning given to this Committee by Consolidated By-law No. A-3.

30. EFFECTIVE DATE

This By-law shall come into force when approved by the supporting members in accordance with the requirements of the Act.

All previous By-laws 1 to 13 are hereby repealed, as of the coming into force of this by-law. The repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles

(as defined in the Act) or predecessor charter documents of the University College obtained pursuant to, any such by-law before its repeal. All officers and person acting under any by-law so repealed shall continue to act as if appointed under the provision of this by-law and all resolution of the supporting members, members of the Board of Governors, of the Executive Committee or committees of the Board with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed

POLICY TYPE: SECTION 6 - APPENDICES: BY-LAWS

POLICY TITLE: BY-LAW NO. A-3

A by-law authorizing the selection and appointment of an executive and other committees of the Board of Governors of Redeemer University College, pursuant to Section 4 (17) of the *Redeemer Reformed Christian College Act, 1998, (the Act)*

BE IT ENACTED as a special by-law of Redeemer University College as follows:

- 1.1 The Board of Governors, whenever it consists of more than six, may from time to time select from among its members an executive committee consisting of such number of members, not less than four, as the Board of Governors may by resolution determine. Each member of the executive committee shall serve during the pleasure of the Board of Governors and, in any event, only so long as he or she shall be a Board of Governors member. The Board of Governors may fill vacancies in the executive committee by selecting from among its number. If and whenever a vacancy shall exist in the executive committee, the remaining members may exercise all its powers so long as a quorum remains in office.
- 1.2 The membership of the executive committee will normally be the Chair, Vice-Chair, Secretary, Treasurer, and the Chairs of the committees established in section 6 of this by-law, provided that the Chair of the committee is a member of the Board of Governors.
- 2.1 During the intervals between the meetings of the Board of Governors, the executive committee shall possess and may exercise (subject to any regulations which the Board of Governors may from time to time impose) all the powers of the Board of Governors in the management and direction of the affairs and business of the University College in such manner as the executive committee shall deem best for the interest of the University College in all cases in which specific directions shall not have been given by the Board of Governors.
- 3.1 Subject to any regulations imposed from time to time by the Board of Governors, the executive committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure from time to time.
- 4.1 No business may be transacted by the executive committee except at a meeting of its members at which a quorum of the executive committee is present.
- 4.2 On the consent of all of the members of the executive committee, a meeting of the executive committee may be held by means of telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

POLICY TYPE: SECTIN 6 - APPENDICES: BY-LAWS

POLICY TITLE: BY-LAW NO. A-3

- 5.1 Meetings of the executive committee may be held at the head office of the University College or at any other place in Ontario. In any financial year of the University College a majority of the meetings of the Board of Governors and a majority of the meetings of the executive committee shall be held at a place within Ontario. The executive committee shall keep minutes of its meetings in which shall be recorded all action taken by it, which minutes shall be presented as soon as practicable to the Board of Governors.
- 6.1 The Board of Governors may from time to time appoint and mandate committees in addition to the executive committee to assist the Board of Governors in its work. The committees appointed may advise the Board of Governors on matters of finance, governors' affairs, student life, community relations, development, or as the Board of Governors may from time to time determine.

POLICY TYPE: SECTION 6 - APPENDICES: BY-LAWS

POLICY TITLE: BY-LAW NO. A-4

A by-law regarding the size of the Senate of Redeemer University College.

WHEREAS the Board shall determine by by-law if more than 12 persons shall be elected to the Senate under clause (1) (c) of Section 7. of the Redeemer University College Act 2003, (“the Act”)

AND WHEREAS, the Senate has recommended that the size of the Senate be increased from time to time.

NOW THEREFORE BE IT ENACTED AS BY-LAW No. A-4 of Redeemer University College that:

1. Upon the request of the Senate by resolution, the Board of Governors may by simple resolution from time to time increase the number of Senators eligible for election under clause (1) (c) of the Act from a minimum of 12 to a maximum of 30 supporting members of the University College provided that the persons elected under sub-clauses (1)(c)(i) and (ii) comprise more than one- half of the membership of the Senate.
2. This by-law shall be effective from the date it has been approved, only until the next annual meeting of the members of Redeemer University College, unless confirmed thereat

ENACTED this 5th day of June 2004

Chair of the Board of Governors

Secretary of the Board of Governors

CONFIRMED BY the members of Redeemer University College at its annual meeting this 1st day of October, 2004

Chair of the Board of Governors

Secretary of the Board of Governors

POLICY TYPE: SECTION 6 - APPENDICES: BY-LAWS

POLICY TITLE: BY-LAW NO. A-5

By-Law No. A-5 is a by-law to amend By-Law No. A-2, Articles 10 and 22

1. OFFICERS OF THE UNIVERSITY COLLEGE

In addition to a Chair and Vice-Chair, there shall be a Secretary, Treasurer, Past Chair and such other officers as the Board of Governors may determine by by-law from time to time. The Chair and Vice-Chair shall be elected annually at the first meeting of the Board of Governors from among their number. The President may serve as Secretary and Treasurer, and the Past Chair shall be the immediate Past Chair or otherwise shall be left vacant; these shall be non-voting officers, unless the Past Chair is a member of the Board.

2. FISCAL YEAR

Unless otherwise ordered by the Board of Governors, the fiscal year of the University College shall terminate on the 30th day of April in each year.

ENACTED this 26th day of September 2009

Chair of the Board of Governors

Secretary-Treasurer of the Board of Governors

CONFIRMED BY the members of Redeemer University College at its annual meeting this 6th day of November, 2009

Chair of the Board of Governors

Secretary-Treasurer of the Board of Governors

POLICY TYPE: SECTION 6 - APPENDICES: BY-LAWS

POLICY TITLE: BY-LAW NO. A-6

By-Law No. A-6 is a by-law to amend By-Law No. A-2, Article 4, paragraph 4.9; Article 6; Article 18, paragraph 18.2; and Article 20

1. ELECTION OF A MEMBER OF THE BOARD OF GOVERNORS

Paragraph 4.9 has been removed.

2. QUORUM AND MEETINGS OF THE BOARD OF GOVERNORS

A simple majority of the elected number of governors constitutes a quorum at any meeting of the governors and, notwithstanding any vacancy among the governors, a quorum of governors may exercise all the powers of the governors. Except as otherwise required by law, the Board of Governors may hold its meetings at such place or places as it may from time to time determine, but at least two meetings per year should be held. No formal notice of any such meeting shall be necessary if all the Board of Governors members are present, or if those absent have signified their consent to the meeting being held in their absence. Board of Governors meetings may be formally called by the Chair or Vice-Chair or by the Secretary on the direction of the Chair or Vice-Chair, or by the Secretary on the direction in writing of two Board of Governors members. Notice of such meetings shall be delivered manually, by telephone, by facsimile or by e-mail to each Board of Governors member not less than one week before the meeting is to take place or the agenda materials shall be delivered to each Board of Governors member not less than two days before the meeting is to take place. The statutory declaration of the Secretary or 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 appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Board of Governors meeting may also be held, without notice, immediately following the annual meeting of the University College. The Board of Governors may consider or transact any business either special or general at any meeting of the Board of Governors.

In the absence of quorum, no official acts of the Board may be transacted, no motions may be adopted and no decisions made. No minutes are to be taken and any action, decision or resolution of the Board must be deferred until such next meeting as may be arranged where quorum is achieved.

3. ANNUAL AND OTHER MEETINGS OF THE SUPPORTING MEMBERS

The Board of Governors on its own initiative or by written request of 10% of the supporting members as set out in 18.3, has power to call at any time a general meeting of the supporting members of the University College. No public notice nor advertisement of the supporting members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting together with the preliminary agenda shall be given to each supporting member by sending the notice by prepaid mail or electronic mail, not less than 14 days before the time fixed for the holding of such meeting.

POLICY TYPE: SECTION 6 - APPENDICES: BY-LAWS

POLICY TITLE: BY-LAW NO. A-6

4. ADJOURNMENT

Any meeting of the supporting members or of the Board of Governors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

As defined by the Act, Section 8, Paragraph 4, quorum for a meeting of the supporting members shall consist of 50 supporting members who are not students, members of the teaching faculty or members of the academic staff of the University College. In the absence of quorum, no official acts of the membership may be transacted, no motions may be adopted and no resolutions passed. No minutes are to be taken and any action, decision or resolution of the membership must be deferred until such next meeting as may be arranged where quorum is achieved.

At all meetings of the supporting members every question shall be decided by the majority of the votes of the supporting members, whether cast in person or by mail or by electronic mail. Every question shall be decided in the first instance by assent or dissent unless a poll be demanded by any supporting member. Every supporting member having voting rights shall have one vote, and, unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the supporting members shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the supporting members and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the supporting members in general meeting upon the matter in question.

ENACTED this 1st day of June, 2018

Chair of the Board of Governors

Secretary-Treasurer of the Board of Governors

CONFIRMED BY the members of Redeemer University College at its annual meeting this 28th day of September, 2018

Chair of the Board of Governors

Secretary-Treasurer of the Board of Governors