

THE FANSHAWE COLLEGE OF APPLIED ARTS AND TECHNOLOGY
BY – L A W N O . 1

being a by-law to regulate generally the conduct of the affairs of The Fanshawe College of Applied Arts and Technology (hereinafter referred to as the “**College**”).

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

INTERPRETATION

1. **Definitions.** In this By-law, the following terms shall have the following meanings:

“**academic staff member**” means a person who is employed by the College as a teacher, counselor or librarian;

“**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;

“**Board**” shall mean the board of Governors of the College.

“**By-law**” means this by-law (as amended from time to time) and all other by-laws of the College in effect from time to time;

“**External Governors**” has the meaning ascribed thereto in section 3 of this By-Law;

“**Governor**” means an External Governor and/or an Internal Governor of the Board.

“**Governor’s Code of Conduct**” means Board policy number B-25.10.05, entitled “Governor’s Code of Conduct”, as amended from time to time;

“**Internal Governors**” has the meaning ascribed thereto in section 3 of this By-Law;

“**LGIC**” means the Lieutenant Governor in Council;

“**OCAATA**” means the *Ontario Colleges of Applied Arts and Technology Act, 2002* and all regulations made thereunder and any amendments made to the act or the regulations;

“**ONCA**” means the *Not-for-Profit Corporations Act, 2010* (Ontario) and all regulations made thereunder and any amendments made to the act or the regulations;

“**Officer**” means an officer of the College;

“**President**” means the president of the College;

“**Secretary**” means corporate secretary of the Board;

“**student**” means a person who is enrolled in a course or program of instruction in a College;

“**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

“**Treasurer**” means treasurer of the Board.

2. **Number and Gender.** In these by-laws and in all other by-laws and special resolutions of the Board gender neutral singular pronouns (i.e., they/them/theirs) are generally used and should be read as inclusive of all persons of all gender identities and expressions. Unless the context otherwise requires, words importing a particular gender shall be read to include all genders. Unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa. References to persons shall include firms and corporations.

BOARD OF GOVERNORS

3. **Size and Constitution of Board.** The Board shall consist of up to nineteen Governors, composed of an even number of external governors, not less than twelve and not more than fourteen (hereinafter “**External Governors**”), four internal governors (hereinafter “**Internal Governors**”), and the President as a voting, ex-officio member of the Board. The External Governors shall be appointed in the manner provided in the OCAATA and Board Policy Number B-13. More specifically, if there are twelve External Governors, four shall be appointed by the LGIC and if there are fourteen External Governors, five shall be appointed by LGIC. Internal Governors shall be comprised of one student, one academic staff member, one administrative staff member and one support staff member, each of whom shall be elected by the students or by the relevant staff group in accordance with procedures set out in By-Law 2.

4. **Mandate of the Board.** The Board’s mandate is:

- (a) as representatives of the community, to be the primary force leading the College to achieve appropriate results at appropriate costs, and avoid unacceptable activities, conditions and decisions;
- (b) to govern the College by developing and overseeing the implementation of policy, including setting the vision, mission, and direction for the College through policy development; and ensuring the College is fulfilling its mission and achieving its goals through the President; and
- (c) to otherwise manage the affairs of the College.

5. **Qualifications of Governors**

Every Governor shall be an individual who:

- (a) is eighteen (18) or more years of age;
- (b) is not an undischarged bankrupt;
- (c) has not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;

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- (d) has not been found to be incapable by any court in Canada or elsewhere; and
 - (e) has not been declared an ineligible individual under the *Income Tax Act* (Canada).
6. **Governor Consent.** A Governor who is elected or appointed must consent in writing to hold office as a Governor before or within ten (10) days after the election or appointment.
 7. **Term.** Subject to the OCAATA, i) each External Governor and each Internal Governor shall be appointed or elected, as the case may be, for a term of three (3) years and shall not serve for more than six (6) years consecutively, and ii) each Student Governor shall be elected for a term of one (1) year and shall not serve for more than four (4) years consecutively. Staff members of the Board will be elected in alternating years and every three years thereafter with an academic staff member being elected in one year, a support staff member being elected in the following year and an administrative staff member being elected in the next year. Terms run from September 1 of the year of election to August 31 of the year in which the term expires.
 8. **Vacancies.** Save and except as to the ex-officio member of the Board, vacancies on the Board, however caused, shall be filled in the manner provided in the OCAATA and By-Law 2.
 9. **Removal.** A Governor may be removed in accordance with the provisions of By-Law 2.
 10. **Remuneration.** Governors, including members of committees or subcommittees established by the Board, shall serve without remuneration. No Governor shall directly or indirectly receive any profit from serving as a Governor. A Governor may be reimbursed reasonable expenses incurred in the performance of their duties.
 11. **Conduct.** All Governors shall abide by the Governor's Code of Conduct.

MEETINGS OF THE BOARD

12. **Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings of the Board at an hour to be named. In respect of such regular meetings, notice of the schedule of dates shall be published on the College's website not less than seven days prior to the first scheduled regular meeting.
13. **Special Meetings.** In the event that an urgent matter requiring a decision arises between regular Board meetings, a special Board meeting shall be called either by the Board Chair, or within ten days following the receipt of a written request from four External Governors to the Board Chair. Notice of such meetings shall be delivered, telephoned, or sent by electronic mail to each Governor not less than two (2) days before the meeting is to take place or shall be mailed to each Governor not less than five (5) days before the meeting is to take place. In addition, notice of such meetings shall be given to the public by publishing the date and time the meeting is to be held on the College's website at least two (2) days before the meeting is to be held.

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14. **Evidence of Notice.** 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.
15. **Errors in Notice.** No error or inadvertent omission in giving notice for a meeting of Governors shall invalidate the meeting or invalidate or make void any proceedings taken or had at such meeting, and any Governor may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had at the meeting.
16. **Address for Notice.** The Secretary, shall maintain the names and addresses for service of notice of all members of the Board. Each member shall notify the Secretary, of the address at which the member desires to be served with notices of meetings, etc., and it shall be the responsibility of each member to notify the Secretary, of any change thereto. The Secretary, shall keep personal information of Board members confidential, in accordance with the *Freedom of Information and Protection of Privacy Act*, as amended from time to time, and any other applicable privacy legislation that may be introduced from time to time.
17. **Contents of Notice.** Notice of a meeting of Governors need not specify the purpose of the business to be transacted at the meeting, unless the meeting is intended to deal with any of the following matters in which case the notice must specify that matter:
 - (a) to appoint or fill a vacancy among the Governors or in the position of auditor;
 - (b) to issue debt obligations except as authorized by the Governors;
 - (c) to consider and approve any annual financial statements; or
 - (d) to adopt, amend or repeal By-laws.
18. **Quorum.** Ten Governors shall form a quorum for the transaction of business at any meeting of the Board.
19. **Voting.** Except to amend or adopt by-laws, motions arising at any meeting of the Board shall be decided by a majority vote. Two-thirds majority vote shall be required to amend or adopt by-laws. In the case of an equality of votes, the motion shall be defeated. All votes at any meeting shall be taken by ballot if so demanded by any Governor present but, if no demand be made, the vote shall be taken in the usual way by assent or dissent. The Board may by resolution determine whether voting may take place by proxy. A declaration by the Chair that a resolution has or has not 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 votes recorded in favour of or against such resolution.
20. **Dissent.** A Governor is deemed to have consented to a resolution passed or action taken at a Board meeting or of a committee of Governors if:
 - (a) the Governor was present at the meeting, unless,
 - (i) the Governor's dissent is entered in the meeting minutes;

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- (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.

21. **Meetings by Electronic Means.** If all of the Governors present or participating in a meeting of the Board consents, a meeting of the Board, or of a committee of the Board, may be held by telephone, electronic or other communication facilities as permit all persons participating in the meeting to adequately communicate with each other, and a Governor participating in the meeting by these means shall be deemed to be present at the meeting.

22. **In-Camera Meetings.** The Board may conduct, in camera, that part of its meeting that concerns matters:

- (a) that are confidential to the College including:
- (i) identification of a potential or perceived conflict of interest;
 - (ii) consideration of sanctions against and removal of a Governor;
 - (iii) donor-specific issues;
 - (iv) individual personnel matters;
 - (v) strategic labour relations;
 - (vi) real and personal property transactions;
 - (vii) litigation or potential litigation in which the College is involved;
 - (viii) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - (ix) all matters arising out of the President's terms of employment, including hiring, evaluation, contract terms and termination;
 - (x) Board, committee and Governor self-evaluation;

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- (xi) information that is prohibited from disclosure under the *Freedom of Information and Protection of Privacy Act*;
 - (xii) information that is subject to solicitor-client privilege;
 - (xiii) security of property of the College;
 - (xiv) contract matters, including negotiations or disputes;
 - (xv) reports from committee meetings that were closed to the public;
 - (xvi) whistle-blowing reports;
 - (xvii) matters which by their nature require confidentiality so as to preserve the legitimate interests of the College;
- (b) of a personal nature concerning an individual, unless such individual requests, and the Board agrees, that that part of the meeting be open to the public.
23. **Meeting Rules.** The rules guiding the procedure at Board meetings shall be Robert's Rules of Order, unless otherwise determined by resolution of the Board. The Board may adopt policies from time to time to otherwise govern the conduct of Board meetings.

COMMITTEES

24. **Committees.** The Board may from time to time appoint committees from among its members to act in an advisory capacity to the Board. The Governors may delegate to any committee or Officer, any of the powers of the Governors other than the powers set out in section 17.
25. **Related Policy Directives.** The Board may adopt policies from time to time governing the establishment and operations of committees.

PROTECTION OF GOVERNORS AND OFFICERS

26. **Indemnification.**
- (a) Every Governor or Officer or former Governor or Officer of the College or an individual who acts or acted at the College's request as a director or officer, or in a similar capacity, of another entity, shall be indemnified and saved harmless out of the College's funds from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the College or other entity.
 - (b) The College may advance money to an individual referred to in section 26(a) for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in section 26(c).
 - (c) The College shall not indemnify an individual under Section 26(a) unless:

- (i) the individual acted honestly and in good faith with a view to the College's best interests or other entity for which the individual acts or acted at the College's request as a director or officer, or in a similar capacity, as the case may be; and
- (ii) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

27. **Protection from Liability.** Except as otherwise provided in the ONCA, no Governor or Officer for the time being of the College shall be liable for the acts, receipts, neglects or defaults of any other Governor or Officer or Employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the College through the insufficiency or deficiency of title to any property acquired by the College or for or on behalf of the College or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the College shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person with whom or which any moneys, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the College or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the person's respective office or trust or in relation thereto unless the same shall happen by or through the person's own wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the College, provided that nothing herein shall relieve any Governor or Officer of any liability imposed by statute.

OFFICERS OF THE CORPORATION

28. **Officers.** There shall be a Chair, one or more Vice-Chairs, a Secretary and a Treasurer, the President, and such other Officers as the Board may determine by resolution from time to time. The Secretary, or Treasurer need not be member(s) of the Board.
29. **Appointment of Chair and Vice-Chairs.** The Chair and Vice-Chairs shall be elected annually by the Board from among the External Members in accordance with the election process established by the Board as set out in policy B-25.05, as amended from time to time.
30. **Duties.** The Board shall adopt policies from time to time governing the duties and responsibilities for each Officer position.
31. **Removal.** All Officers shall be subject to removal by resolution of the Board with or without cause.
32. **Vacancies.** If any one or more of the Officer positions become vacant by reason of death, resignation, disqualification or otherwise prior to the end of the term of office, the Board may elect or appoint an Officer or one or more of the Governors to fill the vacancy or vacancies.

33. **Delegation of Duties.** For reasons of absence, inability to act or for any other reason deemed sufficient by the Board, the Board may delegate all or any of the powers of any Officer to any Other officer or to any External Governor for the time being.

EXECUTION OF DOCUMENTS

34. **Cheques, Drafts, Orders etc.** The Board shall adopt policies from time to time governing the execution of cheques, drafts or orders for the payment of money and notes, acceptances and bills of exchange.
35. **Contracts, Documents or Instruments in Writing.**
- (a) Contracts, documents or instruments in writing required to be signed by the College shall be signed by any one of the Chair, a Vice-Chair, the President, the Secretary, or the Treasurer and all contracts, documents or instruments in writing so signed shall be binding upon the College without any further authorization or formality. The Board may from time to time by resolution appoint any officer or officers or any person or persons on behalf of the College either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.
 - (b) The Corporate Seal of the College may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or signed by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board.
 - (c) The term “contracts, documents or instruments in writing” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, pledges, security interests, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, issuance, sales, pledges, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.
 - (d) Notwithstanding any provisions to the contrary contained in the by-laws of the College, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the College may or shall be executed.

REGISTERED OFFICE

36. The Registered Office of the College shall be in the City of London, in the County of Middlesex, in the Province of Ontario and at such place therein as the Board may from time to time determine.

SEAL

37. The seal, an impression whereof is stamped in the margin hereof, shall be the Corporate Seal of the College and it shall be in the custody of the Secretary or Treasurer or such other person as the Board may from time to time designate.

FINANCIAL YEAR

38. Unless otherwise resolved by the Board, the fiscal year of the College shall terminate on the 31st day of March in each year.

BORROWING

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

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

AUDITORS

40. The Board shall appoint an auditor or firm of auditors to review and audit the accounts and financial records of the College, and to report the findings to the Board annually. The term of the appointment shall be determined by the Board from time to time.

REPEAL

41. By-Law No. 1 of the College enacted on June 9, 2022 is repealed.

Enacted by the Fanshawe College of Applied Arts and Technology and sealed with the Corporate Seal this 8th day of June, 2023.

Louise Poole

Chair

Corporate Secretary