

**AMENDED AND RESTATED BY-LAW NUMBER 1**  
*A BY-LAW RELATING GENERALLY TO THE*  
TRANSACTION OF THE BUSINESS AND AFFAIRS OF  
**UNITED COLLEGE**  
(the “**Corporation**” or the “**College**”)

Revised as Approved by the Board of Governors of the College on  
October 12, 2023.

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

## ARTICLE 1 INTERPRETATION

1.1 **Definitions:** In this by-law, all other by-laws and the resolutions of the Governors and Members of the Corporation, unless the context otherwise requires:

- (a) "**Act**" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made thereunder, as may be amended, supplemented or replaced, from time to time;
- (b) "**By-Laws**" means this by-law and all other by-laws of the Corporation from time to time in force and effect;
- (c) "**Board**" means the Board of Governors of the Corporation;
- (d) "**Community**" means a person who is not currently an employee, staff, faculty, student or tenant of the College or the University of Waterloo.
- (e) "**Governor**" means a person having a membership on the Board of Governors of the Corporation, each being a "director" as such term is defined in the Act;
- (f) "**Articles**" means the letters patent incorporating the Corporation as from time to time amended by articles, as such term is defined in the Act (including supplementary letters patent and articles of amendment);
- (g) "**Meeting of Members**" includes an annual meeting of Members and a Special Meeting of Members;
- (h) "**Member**" means a person having a membership in the Corporation in good standing;
- (i) "**Officer**" shall have the meaning set forth in Section 5.1; and
- (j) "**Special Meeting of Members**" includes a special meeting of any class or classes of Members, as well as a special general meeting of Members; and
- (k) "**Special Resolution**" means a resolution that,
  - (i) is submitted to a Special Meeting of Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or
  - (ii) consented to by each Member entitled to vote at a Meeting of Members or the Member's attorney.

All terms contained in the By-Laws, which are not defined in the By-Laws and which are defined in the Act shall have the meaning given to such terms in the Act.

1.2 **Interpretation:** In these By-Laws and in all other By-Laws of the Corporation hereinafter passed, unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa, and references to persons shall include individuals, firms, trusts partnerships, corporations and unincorporated organizations.

1.3 **Headings:** The headings used throughout the By-Laws are inserted for reference purposes only and are not to be considered in construing the terms and provisions of these By-Laws or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

1.4 **Conflict with By-Laws:** To the extent of any conflict between the provisions of the By-Laws and the provisions of either the Act or the Articles, the provisions of the Act or the Articles shall govern, as the case may be.

1.5 **Invalid Provisions:** The invalidity or unenforceability of any provision of the By-Laws shall not affect the validity or enforceability of the remaining provisions of the By-Laws.

1.6 **Amendment of By-Laws:** The By-Laws may be repealed or amended by By-Law enacted by a majority of the Governors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds of the votes cast by Members at the next Meeting of Members.

## ARTICLE 2 TRANSACTION OF THE AFFAIRS OF THE CORPORATION

2.1 **Head Office:** Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Waterloo, in the Regional Municipality of Waterloo, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

2.2 **Seal:** The seal, an impression of which is stamped hereon, shall be the seal of the Corporation, and such seal may be changed by resolution of the Board.

2.3 **Financial Year:** Until changed by the Board, the financial year of the Corporation shall end on the 30th day of April in each year.

2.4 **Execution of Instruments:** Deeds, transfers, licenses, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any one of the Chair, Vice-Chair or the Treasurer. In addition, notwithstanding any provisions to the contrary contained in the By-Laws, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereto.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Chair, Vice-Chair or Treasurer or by any Governor authorized by the Board.

Any of the Chair, Vice-Chair, Treasurer or Chair of the Finance and Investment Committee, or any Governor from time to time designated by the Board, may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity, or as trustee or otherwise, and may accept in the name and on behalf of the Corporation transfers of shares,

bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances 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 provision to the contrary contained in the By-Laws, the Board may at any time by resolution direct the manner in which, and a Governor by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Board shall be signed by such Officer or Officers, College financial services staff member, or the Principal of the College, and in such manner as shall from time to time be determined by resolution of the Board. Any of such Officers or agents may alone endorse notes and drafts for collection on account of the Board through its banker, and endorse notes and cheques for deposit with the Board's banks for the credit of the Corporation, or same may be endorsed "for collection" or "for deposit" with the bankers of the Board by using the Board's rubber stamp for such purpose. Any one of such Officers or agents appointed may arrange, settle, balance and certify all books and accounts between the Board and the Board'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.

2.5 **Finances:** The Board shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, payments and donations of any kind whatsoever for the purpose of furthering the objectives of the Corporation. The Board shall have the power to enter into a trust arrangement with a trust company for the purposes of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may determine.

2.6 **Banking Arrangements:** The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize. All such banking business or part thereof, shall be transacted on the Corporation's behalf by such one or more Officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing: the operation of the Corporation's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust company or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn from time to time only upon the written order of the Corporation signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board, and such authority may be general or confined to specific instances. Those

selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit of the proceeds thereof.

2.7 **Books and Records:** The Board shall ensure that all necessary books and records of the Corporation required by the By-Laws or by any applicable statute or law are regularly and properly kept.

### **ARTICLE 3 GOVERNORS**

3.1 **General Powers of Governors and Quorum:** The Board shall manage or supervise the management of property, business and affairs of the Corporation. The number of Governors (within the minimum and maximum provided for in the Articles) to be elected at the annual Meeting of Members shall be determined by the Governors if a Special Resolution so empowers the Governors. Each member of the Board shall automatically become a Member of the Corporation. A quorum of Governors for the transaction of business shall be the majority of the Governors in office at any given time.

3.2 **Board Composition:** The Board shall be composed as follows:

- (a) The Chancellor of the College (“**Chancellor**”). The Chancellor shall be appointed as Chancellor by the Board for a term of office of three years on the recommendation of the Governance Committee of the Board;
- (b) The Principal of the College;
- (c) The President of the College Student Union (“**Student Union**”) eligible, elected and then holding office, in accordance with the by-laws of the Student Union and representing undergraduate students of the College;
- (d) One full time graduate student holding a residency or tenancy agreement with the College, or who is registered in a College academic plan (“**Graduate Student**”), who is elected by the graduate residents and tenants of the College, and/or the other graduate students of the College academic plan(s) (“**Graduate Member**”);
- (e) One member of the staff of the College, who does not report directly to the Principal of the College, as elected by the staff of the College (“**Staff Member**”);
- (f) One member of the faculty of the College holding a regular appointment, as elected by the faculty of the College (“**Faculty Member**”);
- (g) One faculty member from the University of Waterloo (“**Waterloo Faculty Member**”) as approved by the President of the University of Waterloo; and
- (h) At least seven and not more than 13 members from the Community (“**Community Members**”).

3.3 **Qualification:** Not more than one-third of the Governors may be employees of the Corporation or any of its affiliates. No person shall be qualified as a Governor unless they consent to become a Member

and is 18 or more years of age; provided that if a person who is not 18 is nominated to be a Governor they may so qualify by attaining 18 years of age within 10 days after the date of their election.

3.4 **Election and Term:** Subject to the provisions of the Act, the Governors of the Board shall be appointed/elected and hold terms as follows:

- (a) The Chancellor shall be a member of the Board during their term of office.
- (b) The Principal of the College shall be a member of the Board and shall be a member of the Board during their term of office.
- (c) The President of the Student Union shall be a member of the Board as of and from the date that they assume the office of President of the Student Union and shall remain a member of the Board during their term of office.
- (d) The Graduate Member shall serve for a one-year term and hold office until the earlier of the close of the next annual general meeting of the Members after their election and the date on which such person ceases to be a Graduate Student.
- (e) The Staff Member shall serve for a term of three years and hold office until the earlier of the close of the third annual general meeting of the Members after their election and the date on which such person ceases to be a member of staff of the College.
- (f) The Faculty Member shall serve for a term of three years shall and hold office until the earlier of the close of the third annual general meeting of the Members after their election and the date on which such person ceases to be a member of the faculty of the College.
- (g) The Waterloo Faculty Member shall serve for a term of three years and hold office until the earlier of the close of the third annual general meeting of the Members after their election and the date on which such person ceases to be a member of the faculty of the University of Waterloo.
- (h) The Community Members shall be elected for a term of three years and hold office until the close of the third annual general meeting of the Members after their election.

A Governor shall hold such office for no more than three consecutive terms excluding: the Chancellor who shall be a member of the Board during their term of office as Chancellor; the Principal of the College, who shall be a member of the Board as long as they hold that office; and the President of the Student Union who shall be a member of the Board as long as they hold that office. By resolution of the Board, a Governor's third consecutive term may be extended by up to an additional 12 months. A Governor who has completed three consecutive terms and a further 12 month extension may, after an absence from the Board of a period of 12 months, be re-appointed for a further final term of three years.

3.5 **Vacation of Office:** The office of a Governor shall be automatically vacated upon the occurrence of one of the following events:

- (a) if they resign their office by delivering a written resignation to the secretary of the Corporation, which resignation shall be effective when received by the Corporation or at the time specified in such resignation, whichever is later;
- (b) if they are found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (c) they have been found to be incapable by any court in Canada or elsewhere; or
- (d) they have the status of bankrupt
- (e) if at a Special Meeting of Members, a resolution is passed by at least a majority of the votes cast at such meeting that they (other than persons who are Governors by virtue of their office) be removed from office in accordance with Section 3.6;
- (f) on death;
- (g) if they cease, as applicable, to be President of the Student Union, a Graduate Student, a member of staff or faculty of the College, or a member of faculty of the University of Waterloo, as set out in Subsections 3.2(c), 3.2(d), 3.2(e) 3.2(f) and 3.2(g), respectively; or
- (h) if they cease, as applicable, to be Chancellor or Principal of the College.

provided that if any vacancy shall occur for any reason contained in this paragraph except Subsection 3.5(g), a quorum of Governors may by majority vote may fill the vacancy, subject to Section 3.8. If a Meeting of Members fails to elect the number or minimum number of the Governors required by the Articles or By-Laws, or if a vacancy occurs as a result of any of the other foregoing reasons which vacancy is not filled by the Board, the Governors remaining in office may exercise all the powers of the Board provided that a quorum of Governors is elected or remains in office as the case may be.

With respect to a vacancy by reason of Subsection 3.5(g), the Board shall immediately notify, as applicable, (i) the Student Union, (ii) graduate residents and tenants of the College and/or the other graduate students of the College academic plan(s), (iii) staff of the College, (iv) faculty of the College or (v) President of the University of Waterloo, and a new (A) President of the Student Union, (B) Graduate Student, (C) staff member of the College, (D) faculty member of the College or (E) faculty member of the University of Waterloo shall be selected or elected in accordance with their respective by-laws or procedures to fill the applicable vacancy, which vacancy on the Board shall be filled by majority vote of a quorum of Governors.

3.6 **Removal of Governors:** The Members of the Corporation may, by resolution passed by at least a majority of the votes cast thereon at a Special Meeting of Members called for the purpose, remove any Governor, other than persons who are Governors by virtue of their office (as set out in Subsections 3.4(a) and 3.4(b)) before the expiration of their term of office and may, by majority vote, elect any person in their stead for the remainder of their term.

3.7 **Resignation:** Any of the Governors may withdraw from the Corporation by delivering a written resignation to the Corporation and depositing a copy of the same with the Secretary of the Corporation. A resigning Governor whose resignation stipulates that it is not to be effective until a certain meeting of the

Board shall remain in office until the dissolution or adjournment of the meeting at which their resignation is to be effective.

3.8 **Vacancies:** Except for vacancies with respect to Subsection 3.5(g) (being vacancies with respect to the President of the Student Union, Graduate Member Staff Member, Faculty Member, or Waterloo Faculty Member), vacancies on the Board, however caused, may so long as a quorum of Governors remain in office, be filled by the Board after proper notice specifying the intention of the Board has been served to all Governors, if the Board shall see fit to do so. Otherwise such vacancy shall be filled at the next annual meeting of the Members at which the Governors for the ensuing year are elected, but if there is not a quorum of Governors, the remaining Governors shall forthwith call a Meeting of Members to fill the vacancy. Subject to the provisions of the Act, if the number of Governors is increased between the terms, a vacancy or vacancies shall thereby be deemed to have occurred, and may be filled in the manner above provided.

3.9 **Votes to Govern:** At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. However, the Chair may not vote unless there is an equality of votes, in which case the Chair shall be entitled to a casting vote. All votes at any such meeting shall be taken by ballot if so required by any Governor present, but if no request 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 resolution. In the absence of the Chair their duties may be performed by the Vice-Chair or such other Governor as the Board may from time to time appoint for the purpose.

3.10 **Interest of Governors in Contracts:** A Governor or officer who is a party to (or is a director or officer of, or has a material interest in, any person who is a party to) a material contract or transaction or a proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Governor shall attend any part of a meeting of Governors or vote on any resolution to approve any such contract or transaction.

Subject to the provisions of the Act (including the *Charities Accounting Act* (Ontario)), no Governor shall be disqualified by their office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any Governor or in which any Governor is in any way interested be liable to be avoided nor, subject to the provisions of the Act, shall any Governor so contracting or being so interested be liable to account to the Corporation or any of its Members for any profit realized by any such contract or arrangement by reason of such Governor holding that office or the fiduciary relationship thereby established.

3.11 **Powers:** The Board of the Corporation shall oversee the business and affairs of the Corporation, in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, except as otherwise specifically provided herein, shall exercise all such other powers and do all such other acts and things as the Corporation is by its Articles or otherwise is authorized to exercise and do.

Without in any way derogating from the foregoing, the Board shall have the power, from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.



3.12 **Remuneration:** The Governors shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office. The Governors shall be paid their travelling and other out-of-pocket expenses properly incurred by them in attending meetings of the Board or of the Members, and the Governors shall be paid for reasonable expenses incurred by them in the performance of their duties. No confirmation by the Members of any such payment shall be required.

3.13 **Executive Committee:** The Board shall elect from its number an executive committee consisting of not less than three Board members, which committee, subject to the provisions of the Act, shall carry out the tasks and actions as delegated to the executive committee by resolution of the Board from time to time.

3.14 **Audit Committee:** The Board may elect from its number an audit committee consisting of not less than three Board members, the majority of whom are not officers or employees of the Corporation or any of its affiliates. The audit committee shall carry out the tasks and actions as delegated to the audit committee by resolution of the Board from time to time.

3.15 **Committees:** The Board may from time to time appoint by resolution such committee or committees, including standing committees, as it deems necessary or appropriate for such purposes and, subject to the provisions of the Act, with such powers, as it shall see fit. Any such standing committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. No committee shall have the power to act for or on behalf of the Corporation or otherwise commit or bind the Corporation to any course of action, except such action or task as the Board may specifically assign to a committee. Committees shall only have the power to make recommendations to the Board or to the Members, as the Board may, from time to time, direct. All committee members will have voice and vote, the chair of each committee will also be a Board member. The Board may remove any member of any committee and, subject to the provisions of the Act, may set remuneration for any member (other than Governors, acting in such capacity) of any committee, as it deems appropriate. The chair of each committee shall submit to the Board such reports as the Board may, from time to time. Unless otherwise specified by the Board, quorum for committees established by the Board shall be a majority of the membership of the committee].

#### **ARTICLE 4 MEETINGS OF THE BOARD**

4.1 **Calling of Meetings:** Meetings of the Board shall be held from time to time (i) at the call of the Board or the Chair or Vice-Chair, (ii) by the Secretary on direction of the Chair or Vice-Chair, or (iii) by the Secretary on direction in writing by one-third of the Governors. Notice of the time and place of every meeting so called shall be given to each Governor not less than 48 hours (excluding Saturdays, Sundays and "Public Holidays" in the Province of Ontario and the National Day for Truth and Reconciliation) before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Governors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held. No error or omission in giving notice for a meeting of Governors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. For the purpose of sending notice to any Governor for any meeting or otherwise, the address of any Governor shall be their last address or email address recorded on the books of the Corporation.

4.2 **First Meeting of New Board:** Provided a quorum of Governors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

4.3 **Regular Meetings:** The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. The Board shall hold no fewer than three meetings per year. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Governor forthwith after being passed, but no other notice shall be required for any such regular meeting. A Board meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The Governors may consider or transact any business, either special or general, at any meeting of the Board.

4.4 **Meetings by Communications Facilities:** Where all the Governors are present at or participating in the meeting have consented thereto, any Governor may participate in a meeting of the Board by means of telephone conference, electronic or other communication facilities so as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a Governor participating in such a meeting by such means is deemed for the purposes of the Act and these By-Laws to be present at the meeting.

Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to any Board or committee meeting.

If a majority of the Governors participating in such a meeting are in Canada the meeting shall be deemed to have been held in Canada.

4.5 **Place of Meeting:** Subject to Section 4.4, meetings of the Board shall be held at the head office of the Corporation or elsewhere in Ontario or, if the Board so determines or all absent Governors consent, at some place outside Ontario.

4.6 **Chair:** The Chair or, in their absence, a Vice-Chair who is a Governor, shall be chair of any meeting of the Board; and, if no such Officer be present, the Governors present shall choose one of their number to be chair.

4.7 **Rules of Order:** The Board shall determine its agenda and rules of procedure. If not otherwise determined, the meetings of the Board shall be governed by *Robert's Rules of Order*.

## ARTICLE 5 OFFICERS

5.1 **Officers:** The Officers of the Corporation shall be a Chair (the "**Chair**"), a Vice-Chair ("**Vice-Chair**"), a secretary (the "**Secretary**") and a treasurer (the "**Treasurer**") and any such other officers as the Board may by resolution determine ("**Officer**" and, collectively, as the "**Officers**"). Any two or more offices may be held by the same person, except as set forth in Section 5.3. The Officers, other than the Secretary, shall be appointed from among the Governors.

5.2 **Election of Officers:** The Officers shall be elected upon the recommendation of the Governance Committee at the Annual Meeting after the election of the new Governors, provided that in the default of

such election, the then incumbents, being members of the Board, shall hold office until their successors are elected.

The President of the Student Union and members of the staff and faculty of the College are not eligible for nomination as Officers of the Board, except for the appointment of Secretary per Section 5.7.

The Officers of the Corporation shall be the Officers of the Board plus such other Officers as appointed by the Board. The other Officers of the Corporation need not be members of the Board.

5.3 **Appointment of Other Officers:** From time to time, the Board may appoint such other Officers as the Board may determine. Such other Officers shall perform the duties as may from time to time be determined by the Board. The Officers so appointed may, but need not, be Governors and any person may hold more than one office, save that the Chair may not hold the offices of Secretary or Treasurer.

5.4 **Terms of Employment and Remuneration:** The terms of employment and, subject to the provisions of the Act (including the provisions of the *Charities Accounting Act*), remuneration of Officers elected or appointed by the Board shall be settled by the Board from time to time by resolution..

The Board may remove at its pleasure any Officer of the Corporation. Otherwise, each Officer elected or appointed by the Board shall hold office until their successor is appointed; save that the term of office of any Officer who is a Governor shall expire if and when they cease to be a Governor.

5.5 **Chair:** The Chair shall be responsible for providing effective leadership to the Board and shall, when present, preside at all Meetings of Members and of the Board. The Chair with the Secretary or other Officer appointed by the Board for the purpose, shall sign all By-Laws and minutes. They shall see that all orders and resolutions of the Board are carried into effect. They shall have such other powers and duties as the Board may prescribe.

5.6 **Vice-Chair:** During the absence or inability of the Chair, their duties and powers may be exercised by the Vice-Chair (or, if there is more than one, by the Vice-Chairs in order of seniority by date and time of appointment), and if the Vice-Chair, or such other Governor as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the Chair shall be presumed with reference thereto. A Vice-Chair shall have such other powers and duties as the Board or the Chair may prescribe.

5.7 **Secretary:** The Secretary shall be a staff member of the College appointed by the Board in consultation with the Principal of the College. The Secretary shall attend and be the Secretary of all Meetings of Members and Governors and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings thereat. They shall give or cause to be given, as and when duly instructed, all notices to Members and Governors. They shall be the custodian of the stamp or mechanical device generally used, if necessary, for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation except when some other Officer or agent has been appointed for that purpose, which shall be delivered up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution. The Secretary shall perform such other duties as the Board or the Chair may prescribe.

5.8 **Treasurer:** The Treasurer shall ensure that financial services staff of the College keep full and accurate amounts of all receipts and disbursements of the College in proper books of account and deposit all monies and 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. The Treasurer shall ensure that College staff disburses the funds of the College under the direction of the Board taking proper vouchers therefore. The Treasurer shall ensure that College staff provides them with the necessary information to report to the Board accurately the financial position of the College at such meetings as the Board may require. The Treasurer shall also perform such other duties as may from time to time be determined by the Board.

5.9 **Duties of Other Officers:** The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or as the Board or the Chair may prescribe. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the Chair otherwise directs. The Board may, from time to time, delegate all or any of the powers of an Officer to any other Officer or Governor.

5.10 **Variation of Duties:** From time to time the Board may vary, add to or limit the powers and duties of any Officer. In the case of the Secretary, the Principal of the College shall be consulted.

5.11 **Agents and Attorneys:** The Board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to appoint or sub-delegate as may be thought fit), except as otherwise set forth in the Act.

5.12 **Fidelity Bonds:** The Board may require such Officers, employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

## ARTICLE 6 PROTECTION OF GOVERNORS AND OFFICERS

6.1 **Limitation of Liability:** Every Governor and Officer in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Governor and Officer shall comply with the Act, the Articles and the By-Laws. Subject to the provisions of the Act, no Governor or Officer of the Corporation 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 other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto unless the same shall happen through their own willful neglect or default, or as a result of any action, suit or proceeding they are adjudged to be in breach of any duty or responsibility imposed upon them under the Act or under any other statute. Nothing herein shall relieve any Governor or Officer from the duty to act in accordance with the Act or from liability for any breach thereof.

6.2 **Indemnity:** Every Governor and Officer and their heirs, executors, administrators and estate, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses whatsoever that such Governor or Officer reasonably sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and
- (b) all other costs, charges and expenses that they sustain or incur in, about, or in relation to, the affairs of the Corporation (including the advancement of costs in respect of derivative actions and such other costs, charges and expenses as otherwise provided for in section 46 of the Act);

except such costs, charges or expenses as are occasioned by their own willful neglect or default, provided further that the individual has complied with, and exercised their powers and discharged their duties, in accordance with, and not contrary to, the requirements of the Act, the Articles and the By-Laws, including the requirement to act honestly and in good faith with a view to the best interests of the Corporation.

6.3 **Insurance for Governors and Officers:** Subject to the provisions of the Act, the Board shall purchase and maintain insurance for the benefit of a Governor or Officer of the Corporation against liabilities, costs, charges and expenses sustained or incurred by such Governor or Officer in respect of the execution of the duties of their office or in respect of the affairs of the Corporation.

## **ARTICLE 7 MEMBERS**

7.1 **Members:** The membership of the Corporation shall consist of the Board of Governors. Each Member shall promptly be informed by the Secretary of their admission as a Member of the Corporation.

7.2 **Classes of Membership:** There shall be one class of membership in the Corporation, namely ordinary membership.

7.3 **Term of Membership:** The interest of a Member in the Corporation lapses and ceases to exist upon the Member ceasing to be a Governor for any of the reasons provided for in Section 3.5, above.

7.4 **Membership Not Transferable:** The interest of a Member in the Corporation is not, directly or indirectly, transferable.

7.5 **Dues:** There shall be no dues or fees payable by Members.

## **ARTICLE 8 MEETINGS OF MEMBERS**

8.1 **Annual Meeting:** The annual meeting of the Members shall be held at such time and on such day in each year as the Board or the Chair may from time to time determine, for the purposes of: (i) receiving the reports and statements including financial statements and, if applicable, the report of the auditors; (ii)

electing or appointing Governors; (iii) appointing the auditor of the Corporation; and (iv) the transaction of such other matters as may properly be brought before the meeting.

8.2 **Special Meeting of Members:** (i) The Board, the Chair or Vice-Chair, or (ii) the Secretary on direction in writing by one-third of the Governors, shall have the power to call a Special Meeting of Members at any time.

8.3 **Place of Meetings:** Meetings of Members shall be held: (i) at the head office of the Corporation or elsewhere in the municipality in which the head office is situate; (ii) in accordance with Section 8.5; (iii) if the Board shall so determine, at some other place in Ontario; or (iv) subject to the provisions of the Act, elsewhere; provided that every Meeting of Members at which Governors are elected shall be held within Ontario. Notwithstanding the foregoing, Meetings of Members may be held partially or entirely by means of telephonic, electronic or other communications facility in accordance with the Act, and such meeting shall be deemed to be held at the place where the registered office of the Corporation is located.

8.4 **Notice of Meetings:** No public notice nor advertisement of Members' meetings, annual or general, shall be required, but notice of the time and place of each Meeting of Members shall be given, in the manner hereinafter provided not less than 10 days and not more than 50 days before the day on which the meeting is to be held, to each Member of record at the close of business on the day on which notice is given. Notice of a Special Meeting of Members shall state the general nature of the matters to be considered at it. The auditor of the Corporation is entitled to receive all notices and other communications relating to any Meeting of Members that any Member is entitled to receive. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat. For the purpose of sending notice to any Member for any meeting or otherwise, the address of any Member shall be their last address or email address recorded on the books of the Corporation.

8.5 **Meetings Without Notice:** A Meeting of Members may be held at any time and place without notice if all the Members entitled to vote thereat are present in person or represented by proxy, or waive notice of the meeting or otherwise consent to such meeting being held, and at such meeting, any matters may be considered which the Corporation at a Meeting of Members may transact.

8.6 **Reports to Members:** A copy of the financial statements and a copy of the auditor's report shall be provided to every Member on demand.

8.7 **Chair, Secretary and Scrutineers:** The Chair or, in their absence, a Vice-Chair who is a Governor of the Corporation shall be chair of any Meeting of Members. If no such Officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chair. If the Secretary of the Corporation be absent, the chair shall appoint some person, who need not be a Member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be Members, may be appointed by a resolution or by the chair with the consent of the meeting.

8.8 **Persons Entitled to be Present:** The only persons entitled to attend a Meeting of Members shall be those entitled to vote thereat, the auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles or By-Laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

8.9 **Quorum:** A quorum for the transaction of business at any Meeting of Members shall be a majority of the current Members.

8.10 **Right to Vote:** At any Meeting of Members, every person shall be entitled to one vote, who is, at the time of the meeting, entered in the books of the Corporation as a Member in good standing of the Corporation.

8.11 **Proxies:** At any Meeting of Members a proxyholder duly and sufficiently appointed by a Member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing them, the same voting rights that the Member appointing them would be entitled to exercise if present at the meeting. A proxyholder must be a Member. An instrument appointing a proxyholder shall be in writing and shall be acted on only if, prior to the time of voting, it is deposited with the secretary of the Corporation or the secretary of the meeting or as may be directed in the notice calling the meeting.

8.12 In addition to the other provisions of the Act, a proxy may be in the following form:

"The undersigned member of United College hereby appoints \_\_\_\_\_ or failing the person appointed above, \_\_\_\_\_ as the proxy of the undersigned to attend and act at the [general or special] [pick one] meeting of the members of the corporation to be held on \_\_\_\_\_, 20\_, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at such meeting or such adjournment or adjournments thereof.

DATED \_\_\_\_\_, 20\_\_\_\_

\_\_\_\_\_ [signature]

Name:"

8.13 **Votes to Govern:** At any Meeting of Members, every question shall, unless otherwise required by the Articles or By-Laws (e.g., Section 3.6) or by law, be determined by the two-thirds of the votes cast on the question.

8.14 **Show of Hands:** Subject to provisions of the Act, any question at a Meeting of Members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority (or two-thirds vote, as the case may be) or not so carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the Members upon such question.

8.15 **Polls:** After a show of hands has been taken on any question, the chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the chair shall direct. A demand for a poll may be withdrawn at any time

prior to the taking of the poll. Upon a poll, each Member present in person or represented by a duly appointed proxy shall be entitled to one vote, and the result of the poll shall be the decision of the Members upon such question.

## **ARTICLE 9 NOTICES**

9.1 **Method of Giving Notice:** Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Articles, the By-Laws or otherwise to a Member, Governor, Officer or the auditor of the Corporation under any provision of the Articles or By-Laws shall be sufficiently given if (i) delivered personally, (ii) sent by electronic mail to the email address, or sent by prepaid ordinary mail or airmail, addressed to the last address as recorded in the books of the Corporation, (iii) sent to such address by any means of transmitted or recorded communication, or (iv) in case of emergency, by telephone or other appropriate means. The Secretary or Treasurer may change the address on the Corporation's books of any Member, Governor, Officer or the auditor of the Corporation in accordance with any information believed by them to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch. The statutory declaration of the Secretary or Chair that notice has been given pursuant to the By-Laws shall be sufficient and conclusive evidence of the giving of such notice.

9.2 **Computation of Time:** In computing the date when notice must be given under any provision of the By-Laws requiring a specified number of days' notice of any meeting or other event, the days are clear days such that the date of giving the notice shall be excluded and the date of the meeting or other event shall be excluded.

9.3 **Omissions and Errors:** The accidental omission to give any notice to any Member, Governor, Officer or the auditor of the Corporation or the non-receipt of any notice by any Member, Governor, Officer or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon and any Member, Governor, Officer or auditor, as the case may be, may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

9.4 **Waiver of Notice:** Any Member, Governor, Officer or the auditor of the Corporation may waive any notice required to be given to them under any provision of the Act or the Articles, or the By-Laws, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.



**ARTICLE 10  
ADJOURNMENT**

10.1 **Adjournment:** Any meetings of the Corporation or of the Governors may be adjourned in accordance with the Act, to any place 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, other than announcement at the meeting that is adjourned, shall be required of any such adjournment unless, in the case of a Meeting of Members, the meeting is adjourned for 30 or more days. Such adjournment may be made notwithstanding that no quorum is present at the meeting calling the adjournment.

**ARTICLE 11  
AUDITOR**

11.1 **Appointment and Remuneration:** Unless eligible for an exemption under the Act, the Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation and to hold office until the next annual meeting, provided that the Governors may fill any casual vacancy in the office of the auditor of the Corporation. The remuneration of the auditor of the Corporation shall be fixed by the Board.

**ARTICLE 12  
BORROWING**

12.1 **Borrowing:** To the extent not contrary to the Articles of the Corporation, the Governors may from time to time:

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

From time to time and subject to provisions of the Act, the Governors may authorize any Governor, Officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, 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 Corporation as the Governors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

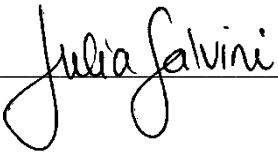
**ARTICLE 13  
REPEAL**

13.1 **Repeal:** All previous by-laws of the Corporation are hereby repealed. The repeal of such by-laws shall not affect the validity of any act done or right, privilege, obligation or liability acquired or incurred

thereunder or the validity of any contract or agreement made pursuant thereto. All Officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of the by-laws and all resolutions of the Members or Board or Committee thereof with continuing effect passed under any repealed by-law shall continue in effect except to the extent inconsistent with the By-Laws.

PASSED by the Board of Governors this 12th day of October 2023.

WITNESS the corporate seal of the Corporation



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Julia Salvini  
Chair



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Charlene Hone  
Secretary

CONFIRMED by the Members this 12th day of October, 2023.



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Charlene Hone  
Secretary