

THE FANSHAWE COLLEGE OF APPLIED ARTS AND TECHNOLOGY

BY-LAW NO. 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

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

"**Act**" means the Ontario Colleges of Applied Arts and Technology Act, 2002;

"**Board**" means the board of directors, sometimes referred to herein as the Board of Governors, of the College;

"**College**" means The Fanshawe College of Applied Arts and Technology, a college and non-share capital corporation established pursuant to the Act and Regulations;

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

"**Governor**" means a director sitting on the board of directors of the College;

"**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;

"**Officer**" means an officer of the College;

"**President**" means the president of the College;

"**Regulations**" means regulations promulgated by the Lieutenant Governor in Council from time to time under the Act;

"**student**", "**academic staff member**", "**administrative staff member**" and "**support staff member**" shall have the respective meanings set out in the Regulations and, in each case, refers to full-time or part-time members, as the case may be;
- Number and Gender.** In these by-laws and in all other by-laws and special resolutions of the Board unless the context otherwise requires, words importing the singular number or the feminine gender shall include the plural number or the masculine gender, as the case may be, and vice versa, and 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 Regulations and Board Policy Number B-13. More specifically, if there are twelve External Governors, four shall be appointed by the Lieutenant Governor in Council (hereinafter "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 3.
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. **Eligibility Requirements.** No person shall be eligible to serve as a Governor who does not meet the applicable eligibility requirements set out in the Regulations.
6. **Term.** Subject to the Regulations, 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.
7. **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 Regulations and By-Law 3.
8. **Removal.** A Governor may be removed in accordance with the Regulations or the provisions of By-Law 3.

9. **Remuneration.** Governors, including members of committees or sub-committees 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 her/his duties.
10. **Conduct.** All Governors shall abide by the Governor's Code of Conduct.

MEETINGS OF THE BOARD

11. **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.
12. **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.
13. **Evidence of Notice.** The statutory declaration of the Secretary-Treasurer, or 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.
14. **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.
15. **Address for Notice.** The Secretary-Treasurer, or Secretary, shall maintain the names and addresses for service of notice of all members of the Board. Each member shall notify the Secretary-Treasurer, or 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-Treasurer, or Secretary, of any change thereto. The Secretary-Treasurer, or Secretary, shall keep personal information of Board members confidential, in accordance with the *Freedom of Information and Protection of Privacy Act, 1987*, as amended from time to time, and any other applicable privacy legislation that may be introduced from time to time.
16. **Quorum.** Ten Governors shall form a quorum for the transaction of business at any meeting of the Board.

17. **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.
18. **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 communicate with each other simultaneously and instantaneously, and a Governor participating in the meeting by these means shall be deemed to be present at the meeting.
19. **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) individual personnel matters;
 - (ii) strategic labour relations;
 - (iii) real and personal property transactions;
 - (iv) litigation in which the College is involved;
 - (v) 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.
20. **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

21. **Committees.** The Board may from time to time appoint committees from among its members to act in an advisory capacity to the Board.
22. **Related Policy Directives.** The Board may adopt policies from time to time governing the establishment and operations of committees.

PROTECTION OF GOVERNORS AND OFFICERS

23. **Indemnification.** Every Governor and every Officer and every Governor's and Officer's heirs, executors, administrators, estate and effects respectively, shall from time to time and at all times be indemnified and saved harmless, out of the funds of the College, from and against:
- (a) all costs, charges and expenses whatsoever sustained or incurred by him or her in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, or any omission on the part of the Governor or Officer, in or about the execution of his or her office; and
 - (b) all other costs, charges and expenses sustained or incurred in or about or in relation to the affairs of the College, except such costs, charges or expenses occasioned by the Governor's or Officer's own willful neglect or default.
24. **Protection from Liability.** No Governor or Officer, past or present, shall be liable for the acts, receipts, neglects or defaults of any other Governor or Officer or employee nor for joining in any receipt or act for conformity nor for any loss, damages or expense happening to the College through the insufficiency or deficiency of title to any property acquired by, for, or on behalf of the College, nor for the insufficiency or deficiency of any security in which, or upon which, any of the moneys of the College shall be placed out or invested nor for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or with which any moneys, securities or effects shall be lodged or deposited nor for any other loss, damage or misfortune whatever, which may happen in the execution of the duties of the respective office or trust or in relation thereto, unless the same shall happen by or through the Governor's or Officer's wrongful and willful act or through her/his own wrongful and willful neglect or default.
25. **Liability for Contracts.** The Governors and Officers, past or present, shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name of, or on behalf of, the College except such as shall have been submitted to and authorized or approved by the Board. If any Governor or Officer shall be employed by or shall perform services for the College other than as a Governor or Officer or shall be a member of a firm or a shareholder, director or officer of a company which is or was employed by or performed services for the College, the fact of being a Governor or Officer shall not disentitle the Governor or Officer or the firm or company, as the case may be, from receiving proper remuneration for such services.

OFFICERS OF THE CORPORATION

26. **Officers.** There shall be a Chair, one or more Vice-Chairs, a Secretary-Treasurer or a Secretary and a Treasurer, the President, and such other officers as the Board may determine by resolution from time to time. The Secretary-Treasurer, or Secretary, or Treasurer need not be member(s) of the Board.

27. **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.
28. **Duties.** The Board shall adopt policies from time to time governing the duties and responsibilities for each officer position.
29. **Removal.** All officers shall be subject to removal by resolution of the Board with or without cause.
30. **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.
31. **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

32. **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.
33. **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, or the President and by the Secretary-Treasurer, or Secretary, 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 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, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

- (d) In particular, without limiting the generality of the foregoing, the Chair or a Vice-Chair or the President, together with the Secretary-Treasurer, or Secretary, are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the College in its individual capacity or any other capacity or as trustee or otherwise and to sign and execute (under the Corporate Seal of the College or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.
- (e) 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.

HEAD OFFICE

- 34. The Head 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

- 35. 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-Treasurer or Secretary, or such other person as the Board may from time to time designate.

FINANCIAL YEAR

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

AUDITORS

- 37. 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.

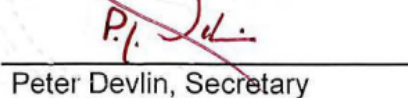
REPEAL

By-Law No. 1 of the College enacted on April 21, 2016 is repealed.

Enacted by the Fanshawe College of Applied Arts and Technology and sealed with the Corporate Seal this 27th day of July, 2017.



John Leitch, Chair



Peter Devlin, Secretary