



**YORK UNIVERSITY**

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**General By-law**  
**YORK UNIVERSITY**

A by-law relating to the transaction of the activities and affairs of the University.

**Be it enacted** as a by-law of the University as follows:

**ARTICLE 1**  
**INTERPRETATION**

**1.01 Definitions**

In this By-law, 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 under it, as amended from time to time;
- (b) “**Board**” means the board of governors of the University;
- (c) “**By-law**” means this by-law of the University;
- (d) “**by-laws**” means this By-law and all other by-laws of the University;
- (e) “**Chair of the Board**” means chair of the Board;
- (f) “**Chancellor**” means Chancellor of the University;
- (g) “**ex-officio**” means “by virtue of office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (h) “**Governor**” means an individual elected or appointed to the Board and includes any ex-officio Governors;
- (i) “**officer**” means any of the individuals appointed pursuant to Article 7 of this By-law as an officer;
- (j) “**person**” includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative;
- (k) “**President**” means President of the University;
- (l) “**Secretary**” means the secretary of the Board;
- (m) “**Senate**” means the Senate of the University;

- (n) “**telephonic or electronic means**” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, email, an automated touch-tone telephone system, computer or computer networks;
- (o) “**University**” means York University;
- (p) “**Vice-President**” means a vice-president of the University; and
- (q) “**York Act**” means *The York University Act, 1965* as amended from time to time.

## **1.02 Interpretation**

In this By-law, unless the context otherwise requires and other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to the terms in the Act, words importing the singular shall include the plural and vice versa, words importing one gender shall include all genders, and headings are used for convenience of reference and do not affect the interpretation of this By-law. In this By-law, the term “including” means “including, but not limited to” and the terms “include” or “includes” means “include, without limitation” or “includes, without limitation”. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.

## **1.03 Severability**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

# **ARTICLE 2 CORPORATE SEAL**

## **2.01 Corporate Seal**

There shall be a corporate seal of the University bearing the words “York University” and the University Crest and Motto, an impression whereof is stamped in the margin hereof. The seal shall be in the custody of the Secretary.

# **ARTICLE 3 EXECUTION OF DOCUMENTS**

## **3.01 Execution of Documents**

- (a) Deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the University’s signature (each a “**Document**”), may be signed by any two of the following: the Chair of the Board (or in the Chair of the Board’s absence, the Vice-Chair of the Board; or in the Vice-Chair of the Board’s absence, the Acting Chair appointed by the Board), the President or the Secretary (or in the Secretary’s

absence, an Assistant Secretary of the Board; or in the Assistant Secretary's absence, a person authorized by the Board to act as Secretary of the Board).

- (b) In addition to subsection 3.01(a), the Board may from time to time, by resolution, direct the manner in which, or the person or persons by whom, any particular Document may or shall be signed.
- (c) The Secretary may affix the University's seal to any Document. The Secretary may certify a copy of any resolution, or by-law of the University to be a true copy, and the President, Secretary and any Vice-President may certify a copy of any other Document to be a true copy.

## **ARTICLE 4 BOARD MEETINGS**

### **4.01 Regular Meetings**

- (a) The Board shall appoint a minimum of four (4) days each year for regular Board meetings at a place and time named.
- (b) A copy of any Board resolution fixing the place and time of regular Board meetings shall be given to each Governor.
- (c) Notice of the time and place of each regular Board meeting shall be given to all Governors at least 48 hours prior to the regular Board meeting; such notice shall specify in reasonable detail the matters, other than those of a routine nature, which are to be dealt with at such meeting and shall specify any matters required to be specified pursuant to section 4.02(c) of this By-law.

### **4.02 Special Meetings**

- (a) Special Board meetings, which are meetings of the Board other than regular Board meetings described in section 4.01 of this By-law, may be called by the Chair of the Board, the Vice-Chair, or the Secretary upon the written request of any five (5) Governors at any time.
- (b) Notice of special Board meetings shall be given to all Governors at least 48 hours prior to the special Board meeting. A special Board meeting may be called on less notice, by such means as are deemed appropriate, provided that notice is given to all Governors and the majority of the Governors consent to the holding of such special Board meeting. Notice of a special Board meeting is not necessary if all Governors are present and none objects to the holding of the special Board meeting, or if those absent have waived notice or otherwise signified their consent to the holding of the special Board meeting.
- (c) Notice of a Board meeting need not specify the purpose of the business to be transacted at the Board meeting, unless the Board meeting is intended to deal with any of the following matters, which case the notice must specify that matter:

- (i) to fill a vacancy among the Governors or in the position of auditor or of a person appointed to conduct a review engagement of the University;
- (ii) to appoint additional Governors;
- (iii) to issue debt obligations except as authorized by the Governors;
- (iv) to approve any financial statements; and
- (v) to adopt, amend or repeal by-laws.

#### **4.03 Place of Meetings**

All meetings of the Board may be held at the registered office of the University or at any other place within or outside of Canada, as the Board may determine.

#### **4.04 No Alternate Governors**

No person shall act for an absent Governor at any meeting of the Board. A Governor shall not be entitled to vote by proxy.

#### **4.05 Participation at Meeting by Telephone or Electronic Means**

At the discretion of the Chair, any Board meeting may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the Board meeting are able to communicate with each other simultaneously and instantaneously. A Governor participating in the Board meeting by those means is deemed to be present in person at the Board meeting.

Notice of any meeting of the Board need not specify a place of the Board meeting if the Board meeting is to be held entirely by one or more telephonic or electronic means. If the Governors may attend a Board meeting by telephonic or electronic means, the notice of the Board meeting must include instructions for attending and participating in the Board meeting by the telephonic or electronic means that will be made available for the Board meeting, including, if applicable, instructions for voting by such means at the Board meeting.

#### **4.06 Agenda**

Procedures relating to the agenda and order of business for any meeting of the Board will be established by resolution of the Board and shall be as defined in any such resolution or Board-approved terms of reference or charter; provided, that any amendments thereto may only be made by the Board by resolution.

#### **4.07 Quorum**

Two-fifths of the Governors shall constitute a quorum at any meeting of the Board.

#### **4.08 Meeting Procedures**

Procedures relating to the conduct of any meetings of the Board will be established by resolution of the Board and shall be as defined in any such resolution or Board-approved terms of reference or charter; provided, that any amendments thereto may only be made by the Board by resolution.

#### **4.09 Votes to Govern**

Each Governor present at a Board meeting shall be entitled to one (1) vote on each matter. Any question arising at any Board meeting shall be determined by a majority of votes. In the case of an equality of votes, the Chair shall not have a second or casting vote and the motion is deemed to be defeated.

#### **4.10 Method of Voting and Entry in Minutes**

Save and except where it is otherwise herein provided, the action of the Board upon any matter coming before it shall be evidenced by resolution and the entry thereof in the minutes of the Board shall be prima facie evidence of the action taken. The vote on any question shall be taken by ballot if so demanded by any Governor present and entitled to vote. Such ballots shall be counted by the Chair of the Board. Otherwise a vote shall be taken by a show of hands. Unless a ballot is demanded, an entry in the minutes to the effect that the Chair of the Board declared that a resolution has been carried, or carried by a particular majority, or defeated, shall be conclusive in the absence of evidence to the contrary.

A record of the proceedings of all meetings of the Board shall be kept in a book or books provided for that purpose and the minutes of every meeting shall be submitted at the next meeting of the Board, and after adoption by the Board the minutes shall be signed by the Chair of the Board and Secretary.

#### **4.11 Dissent of Governor at Meeting**

A Governor who is present at a meeting of the Board or of a committee of Governors is deemed to have consented to any resolution passed or action taken at the meeting, unless:

- (a) the Governor's dissent is entered in the meeting minutes;
- (b) the Governor requests that their dissent be entered in the meeting minutes;
- (c) the Governor gives their dissent to the meeting secretary before the meeting is terminated; or
- (d) the Governor submits their written dissent immediately after the meeting is terminated to the University.

A Governor who votes for or consents to a resolution is not entitled to dissent under this section.



#### **4.12 Dissent of Absent Governor**

A Governor who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven (7) days after becoming aware of the resolution, the Governor has:

- (i) caused their written dissent to be placed with the meeting minutes; or
- (ii) submitted their written dissent to the University.

#### **4.13 Persons Entitled to be Present**

Meetings of the Board shall be open to the public, subject to limitations of space, and except for matters which the Chair of the Board or the Board may deem to be confidential, including matters relating to labour relations, personnel, nominations of Board or Board committee members and confidential government policies. Minutes of those meetings of the Board which are open to the public shall be available for inspection by the public, by appointment with the Secretary, at the office of the Secretary during regular business hours.

#### **4.14 Meeting Adjournment**

- (a) If quorum is not present at the opening of a Board meeting, the meeting shall stand adjourned until a day to be determined by the Chair of the Board.
- (b) Notice of a meeting that continues an adjourned meeting of Governors is not required to be given if all of the following are announced at the time of the adjournment:
  - (i) the time of the continued meeting;
  - (ii) if applicable, the place of the continued meeting; and
  - (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

#### **4.15 Written Resolutions in Lieu of Meeting**

A resolution, signed by all of the Governors entitled to vote on that resolution at a Board meeting is as valid as if it had been passed at a Board meeting; provided that such signatures may be in one or more counterparts. The University shall keep a copy of every written resolution of the Board with the minutes of Board meetings.

## **ARTICLE 5 COMMITTEES**

### **5.01 Committees**

The Board may, from time to time, establish:

- (a) Administrative Committees, being those committees whose duties will normally be continuous, and whose membership consists entirely of Governors;
- (b) Standing Committees, being those committees whose duties are normally continuous, and which include in their membership one or more persons who are not Governors; and
- (c) Special Committees, being those committees appointed for specific duties of a non-recurrent nature, whose duties will expire with the completion of the task assigned, and which may include in their membership one or more persons who are not Governors.

### **5.02 Functions, Duties, Responsibilities and Powers of Board Committees**

The functions, duties, responsibilities and powers of any Board committee established by by-law or resolution of the Board shall be as defined in such by-law, resolution or Board-approved terms of reference or charter; provided, that any amendments thereto may only be made by the Board by resolution.

### **5.03 Board Committee Members, chair**

Unless otherwise provided by a by-law or by Board resolution:

- (a) The Board shall, by resolution, appoint the members of each Board committee and the chair and vice-chair thereof, and the secretary of each Board committee shall either be appointed by such resolution or by the Board committee when established.
- (b) Each Administrative or Standing Committee shall consist of not fewer than four members, in addition to the ex-officio members.

### **5.04 Procedures at Committee Meetings**

Every committee, unless otherwise specifically provided for in this By-law, or in the resolution of the Board by which it is constituted, shall follow such procedures, as defined in a Board-approved terms of reference or charter; provided, that any amendments thereto may only be made by the Board by resolution.

### **5.05 Delegation – Executive Committee**

In accordance with the York Act, the Board may appoint an executive committee and delegate to any such committee any of the powers of the Board.

Such an executive committee shall have the functions, duties, responsibilities and powers, and follow such membership requirements and procedures, as established by resolution of the Board and shall be as defined in any such resolution or Board-approved terms of reference or charter; provided, that any amendments thereto may only be made by the Board by resolution.

#### **5.06 Audit Committee**

If the Board adopts an audit committee, the following provisions shall apply:

- (a) the audit committee shall be comprised of one or more Governors and a majority of the audit committee members must not be officers or employees of the University or of any of its affiliates;
- (b) the audit committee shall review the University's financial statements before they are approved by the Governors;
- (c) the auditor is entitled to notice of the time and place of any audit committee meeting; and
- (d) the auditor or a member of the audit committee may call a meeting of the audit committee.

### **ARTICLE 6 BOARD**

#### **6.01 Duties and Responsibilities**

Except, as to such matters by the York Act specifically assigned to the Senate the government, conduct, management and control of the University and of its property, revenues, expenditures, business and affairs are vested in the Board, and the Board has all powers necessary or convenient to perform its duties and achieve the objects and purposes of the University, including, without limiting the generality of the foregoing, power,

- (a) to appoint and remove the Chancellor;
- (b) to appoint and remove the President and the Vice-Presidents, if any;
- (c) to appoint, promote and remove all members of the teaching and administrative staffs of the University and all such other officers and employees as the Board may deem necessary or advisable for the purposes of the University, but no member of the teaching or administrative staffs, except the President, shall be appointed, promoted or removed except on the recommendation of the President, who shall be governed by the terms of the University's commitments and practices;
- (d) to fix the number, duties, salaries and other emoluments of officers, agents and employees of the University;

- (e) to appoint an executive committee and such other committees as it may deem advisable, to fix the quorum for meetings of such committees and to give or withhold from the chairmen thereof a casting vote, and to delegate to any such committee any of the powers of the Board;
- (f) to borrow money on the credit of the University in such amount, on such terms and from such persons, firms or corporations, including chartered banks, as may be determined by the Board;
- (g) to make, draw and endorse promissory notes or bills of exchange;
- (h) to hypothecate, pledge, charge or mortgage any part or all of the property of the University to secure any money so borrowed or for the fulfilment of the obligations incurred by it under any promissory note or bill of exchange signed, made, drawn or endorsed by it;
- (i) to issue bonds, debentures and obligations on such terms and conditions as the Board may decide, and pledge or sell such bonds, debentures and obligations for such sums and at such prices as the Board may decide, and mortgage, charge, hypothecate or pledge all or any part of the property of the University to secure any such bonds, debentures and obligations;
- (j) to make by-laws and regulations for the conduct of the affairs of the Board, including the fixing of a quorum, the election of its members, and the filling of vacancies;
- (k) to establish faculties, schools and institutes with the concurrence of the Senate.

## **6.02 Number of Governors and Composition of the Board**

- (a) In accordance with the powers of the Board pursuant to section 10(j) of the York Act to make by-laws for the conduct of the affairs of the Board, including the election of its members and the filling of vacancies, the Board has the power to pass by-laws to regulate the term of its members. Accordingly, notwithstanding the provisions of section 7(c) of the York Act, in order to provide for the effective governance of the University and in keeping with principles of good corporate governance, internal Governors and external Governors shall hold office for such terms as set out in this Section 6.02(a). The Board shall consist of the following categories and numbers of Governors:
  - (i) **Ex-Officio Governors:** two (2) Governors ex-officio, being the Chancellor and the President;
  - (ii) **Internal Governors:** total of six (6) internal Governors, being:
    - (A) two (2) members of the Senate who are full-time tenure-stream faculty members or full-time tenure-stream librarians and archivists appointed or elected by the Senate to be Governors for a term of two (2)

years from the date of such election or appointment, with staggered terms so that one (1) member of the Senate is elected each year;

(B) two (2) students of the University appointed or elected by the Student Senator Caucus of the University to be Governors (and members of the Student Senator Caucus shall not be disqualified from being so appointed or elected) for a term of two (2) years from the date of such election or appointment, with staggered terms so that one (1) student is elected each year;

(C) two (2) members of the full-time non-academic staff of the University appointed or elected to be Governors under nomination and election/appointment procedures to be determined and administered by the Governance and Human Resources Committee;

(iii) **External Governors:** up to twenty-four (24) external Governors, being:

(A) two (2) alumni of the University proposed by the University Alumni Board of the University and elected by a majority of the Board at a meeting for which notice of intention to elect Governors has been given to serve a term of four (4) years from the date of such election or appointment with staggered terms so that one (1) member of the alumni is elected every two (2) years;

(B) up to twenty-two (22) individuals proposed by the Governance and Human Resources Committee of the Board and elected by a majority of the Board at a meeting for which notice of intention to elect Governors has been given to serve for a term of four (4) years from the date of such election or appointment.

External Governors shall be appointed to a term of membership of four (4) years. Notwithstanding the foregoing, an external member may be appointed to a term of fewer than four (4) years in order to provide for greater continuity on the membership of the Board.

- (b) The Governance and Human Resources Committee of the Board will have the responsibility of proposing candidates to be external Governors who will best serve the needs and interests of the University and who broadly represent the public community. Without limiting the generality of the foregoing such candidates shall be reflective of the Arts, Business, Industry, Labour, Professions, Sciences and the community at large as further set out in the Protocol for Composition of the Board of Governors Policy of the Board.
- (c) The Board may appoint individuals as Honorary Governors for such period of time as the Board may specify. Honorary Governors shall be invited to attend meetings of the Board, but, for certainty, shall not be Governors of the Board and shall not be entitled to vote at any such meetings. Except as provided in this Section 6.02(c), no part of this By-Law shall apply to Honorary Governors unless it is expressly

stated to so apply, and a reference herein to Governors shall not be or be construed to be a reference to Honorary Governors.

### **6.03 Citizenship**

- (a) Two-thirds (2/3s) of the Governors shall be Canadian citizens.

### **6.04 Governor Qualifications**

An individual is disqualified from being a Governor if they:

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

### **6.05 Appointments and Filling Vacancies**

Nomination and election/appointment procedures for Governors shall be determined and administered by the Governance and Human Resources Committee. Once a Governor in the category of internal or external Governors is elected or appointed by the authorized body as described in Section 6.02(a), a resolution of the Governors shall be passed at a meeting of the Board to elect and confirm such Governors.

Should a vacancy arise on the Board in the category of internal Governors as defined in section 6.02(a)(ii) above, the authorized body thereunder shall appoint an individual to fill such vacancy for the unexpired term of the internal Governor who vacated that position and a resolution of the Governors shall be passed at a meeting of the Board to elect and confirm such internal Governor. All other vacancies in the Board, whether caused by resignations, death, or otherwise, shall be filled by the vote of a majority of the Governors present at a meeting for which notice for such intention to elect Governors shall have been given. An individual thus elected to fill any vacancy shall hold office for the unexpired term of their predecessor, and until their successor is elected.

### **6.06 Governor Consent to Serve as a Governor**

In accordance with the Act, an individual elected or appointed to hold office as a Governor shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Governor has been re-elected or reappointed where there is no break in the Governor’s term of office. Notwithstanding the foregoing, if an

elected or appointed Governor consents in writing after the ten (10) day period referred to in this section 6.06, the election or appointment is valid.

### **6.07 Vacation of Office**

- (a) The office of a Governor shall be automatically vacated if the Governor:
  - (i) becomes disqualified under section 6.04 of this By-law;
  - (ii) dies;
  - (iii) resigns in writing, and the resignation shall be effective at the time the written notice of resignation is received by the University or at the time specified in the written notice of resignation, whatever is later;
  - (iv) reaches the age of seventy-five (75), such vacation of office to be effective on July 1 of the year such Governor turns seventy-five if the Governor turns seventy-five before July 1, or the next following July 1 if the Governor turns seventy-five after July 1;
  - (v) is an internal Governor and such internal Governor ceases to be a member of the body that appointed or elected them; or
  - (vi) after 30 days notice to such Governor, is removed by resolution passed by at least two-thirds (2/3s) of the votes cast at a meeting of the Board in accordance with the York Act.
- (b) Where there is a Board vacancy, the remaining Governors may exercise all the Board powers so long as a quorum remains in office.

### **6.08 Limit on Reappointment**

- (a) Internal Governors may not be re-elected or re-appointed to serve successive terms and must wait a minimum of one (1) year before re-applying to serve as an internal Governor.
- (b) An external Governor may be re-elected or re-appointed to serve successive terms; provided that an external Governor shall not be elected or appointed for a term that will result in the Governor serving more than eight (8) consecutive years, except in the case of the Chair where Section 6.08(d) shall take precedence.
- (c) Notwithstanding Sections 6.08(a) and 6.08(b), in no event will an individual be permitted to serve as either an internal or external Governor where such individual has already served a total of eight (8) years as a Governor, regardless of whether as an internal or external Governor, except in the case of the Chair or an ex-officio Governor.

- (d) In accordance with the powers of the Board pursuant to section 10(j) of the York Act to make by-laws for the conduct of the affairs of the Board, including the election of its members and the filling of vacancies, the Board has the power to pass by-laws to regulate the term of the Chair and eligibility for re-election. Accordingly, notwithstanding the provisions of section 8 of the York Act, in order to provide for the effective governance of the University and in keeping with principles of good corporate governance, the Chair may hold office for a term of less than seven years and be eligible for re-election for further terms; provided, however, that in no event shall the Chair hold office for more than seven (7) consecutive years or be eligible for re-election beyond such seven (7) consecutive years, except in circumstances where this limit on re-election is unfeasible or undesirable.

## **ARTICLE 7 OFFICERS**

### **7.01 Officers**

- (a) The University's officers shall include:

- (i) the Chair of the Board;
- (ii) the President; and
- (iii) the Chancellor;

and may include a Vice-Chair, one or more Vice-Presidents, a Secretary, one or more Assistant Secretary(ies) and any such other officers as the Board may by resolution determine.

### **7.02 Appointment Limitations**

- (a) Subject to the York Act and the by-laws, the Board may specify the duties of officers and delegate to them powers to manage the University's activities and affairs, except the power to do anything referred to in section 4.02(c) of this By-law.
- (b) Other than the Chair of the Board and the Vice-Chair, who the Board shall elect from among its external Governors, the University's officers may but need not be Governors. A person may hold more than one office.

### **7.03 Description of Office**

- (a) **Chair of the Board** – The Chair of the Board shall be appointed by the Board from among the external Governors in accordance with the York Act. The Chair of the Board shall, when present, preside at all meetings of the Board and shall execute such Documents as may require the Chair of the Board's signature in accordance with this By-law or otherwise. The Chair of the Board shall perform such other



duties as may be prescribed by the by-laws or the Board. The Chair of the Board shall be an ex-officio member of all Board committees.

- (b) **Vice-Chair** – The Vice-Chair shall, when the Chair of the Board is unable by reason of absence or other cause to perform the duties of the Chair of the Board, perform the Chair of the Board’s duties and exercise the Chair of the Board’s powers and shall perform such other duties and exercise such other powers as shall from time to time assigned to the Vice-Chair by the Board. In absence of both Chair of the Board and Vice-Chair, the Governors present shall appoint one of their number as Acting Chair to preside at the meeting of the Board and such Acting Chair shall exercise the powers of the Chair of the Board for the designated meeting of the Board; provided that such Acting Chair must be appointed from among the Board’s external Governors.
- (c) **President** – In accordance with the York Act, the President is the Vice-Chancellor and chief executive officer of the University. The President shall have the duties and powers as set forth in the York Act and such other duties and powers as may be assigned from time to time to them by the Board. The President shall be an ex-officio member of all Board committees.
- (d) **Vice-President(s)** – If appointed by the Board, each Vice-President shall have the duties and powers as may be assigned from time to time to them by the President. In the President’s absence or if there is a vacancy in the office of the President, one Vice-President named by the Board shall perform the President’s duties and exercise the President’s powers.
- (e) **Secretary** – Upon recommendation of the President, the Board shall appoint a Secretary, and if deemed advisable one or more Assistant Secretary(ies). The Secretary shall have the duties and responsibilities as designated by the Board and shall give or cause to be given notice of all meetings of the Board and the Executive Committee when directed to do so, have charge of the corporate seal, books and records of the Board, sign with other officers or persons such instruments as require their signature, and shall perform such other duties as may be prescribed by the by-laws or the Board. In the Secretary’s absence or disability, the Assistant Secretary(ies) (if any) shall perform the Secretary’s duties and exercise the Secretary’s powers and shall perform such other duties and exercise such other powers as shall from time to time be assigned to the Assistant Secretary(ies) by the Board.
- (f) **Other Officers** – Upon the recommendation of the President, the Board shall appoint such other officers as the Board may deem necessary and advisable. The powers and duties of all such other officers shall be such as the Board may from time to time determine.

**ARTICLE 8**  
**CONFIDENTIALITY AND CONFLICT OF INTEREST**

**8.01 Confidentiality and Declaration of Conflict**

- (a) Prior to taking up their seat on the Board, each Governor shall sign an Undertaking of Confidentiality and Conflict of Interest in the form approved by Board resolution from time to time.
- (b) Any Governor or officer who:
  - (i) is a party to a material contract or transaction or proposed material contract or transaction with the University; or
  - (ii) 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 proposed material contract or transaction with the University;shall disclose to the University or request to have entered in the minutes of meetings of Governors the nature and extent of their interest.
- (c) The disclosure required to be made, pursuant to subsection 8.01(b) of this By-law, by a Governor shall be made:
  - (i) at the meeting at which a proposed contract or transaction is first considered;
  - (ii) if the Governor was not then interested in a proposed contract or transaction, at the first meeting after such Governor becomes so interested;
  - (iii) if the Governor becomes interested after a contract is made or transaction entered into, at the first meeting after the Governor becomes so interested; or
  - (iv) if a person who is interested in a contract or transaction later becomes a Governor, at the first meeting after such person becomes a Governor.
- (d) The disclosure required to be made, pursuant to subsection 8.01(b) of this By-law, by an officer who is not a Governor shall be made:
  - (i) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a Board meeting;
  - (ii) if the officer becomes interested after a contract is made or transaction is entered into, forthwith after they become so interested; or

- (iii) if a person who is interested in a contract or transaction later becomes an officer, forthwith after they become an officer.
- (e) In the event that the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of subsection 8.01(b) of this By-law is one that, in the ordinary course of the University's business, would not require Governors' approval, then the Governor or officer shall disclose to the University or request to have entered in the Board meeting minutes the nature and extent of their interest forthwith after the Governor or officer becomes aware of the contract or transaction or proposed contract or transaction.
- (f) A Governor referred to in subsection 8.01(b) of this By-law shall not attend any part of a Board meeting during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is: (a) one relating primarily to his or her remuneration as a director of the corporation or an affiliate; (b) one for indemnity or insurance under section 46 of the Act; or (c) one with an affiliate.
- (g) If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction or proposed contract or transaction in respect of which a disclosure is required only because a Governor is not permitted to be present at the meeting by reason of subsection 8.01(f) of this By-law, the remaining Governors are deemed to constitute quorum for the purposes of voting on the resolution.
- (h) A contract or transaction for which disclosure is required under subsection 8.01(b) of this By-law is not void or voidable, and the Governor or officer is not accountable to the University for any profit or gain realized from the contract or transaction, because of the Governor's or officer's interest in the contract or transaction or because the Governor was present or was counted to determine whether a quorum existed at the Board or committee meeting that considered the contract or transaction, if:
  - (i) disclosure of the interest was made in accordance with Article 8 of this By-law;
  - (ii) the Board approved the contract or transaction; and
  - (iii) the contract or transaction was reasonable and fair to the University when it was approved.
- (i) In addition to the corporate disclosure requirements set out in this section 8.01, prior to authorizing any payment to a Governor for goods, services or facilities provided by a Governor or a "person connected to a Governor" (as defined in the *Charities Accounting Act* and its regulations), the Board shall meet all applicable requirements set out in the *Charities Accounting Act* and its regulations regarding payments to such Governor or "person connected to a Governor".

## **8.02 General and Continuing Disclosure of Interest**

A general notice to the Governors by a Governor or officer declaring that the Governor or officer is a director or officer of or has a material interest in a person, or that there has been a material change in the Governor's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person is sufficient declaration of interest in relation to any contract or transaction so made for the purposes of section 8.01 of this By-law.

## **ARTICLE 9 PROTECTION OF GOVERNORS, OFFICERS AND OTHERS**

### **9.01 Standard of care**

Every Governor and officer of the University in exercising their powers and discharging their duties to the University shall,

- (a) act honestly and in good faith with a view to the University's best interests; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **9.02 Indemnification of Governors, Officers and Others**

- (a) The University shall indemnify every Governor or officer or former Governor or officer of the University or an individual who acts or acted at the University's request as a director or officer, or in a similar capacity, of a wholly-owned subsidiary of the University or any individual who acts or acted at the express written request of the Chair of the Board, President or any Vice-President as a director or officer, or in a similar capacity, of another entity, and the respective heirs and legal representatives of such Governor, officer or individual, to the extent permitted by the Act, 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 University, wholly-owned subsidiary of the University or other entity.
- (b) Notwithstanding any other provision of this By-law, the University shall not be obligated pursuant to the terms of this By-law to indemnify an individual for any amount under subsection 9.02(a) of this By-law to the extent the individual is indemnified or reimbursed for such amount and is, in each case, actually paid such amount (without any written obligation to reimburse any third party for such amount so paid), other than pursuant to this By-law or pursuant to a policy or policies of insurance maintained by the University.
- (c) The University shall not be obligated to indemnify an individual under subsection 9.02(a) of this By-law unless:

- (i) the individual acted honestly and in good faith with a view to the best interests of the University, wholly-owned subsidiary of the University or other entity, 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.

## **ARTICLE 10 FINANCIAL**

### **10.01 General Borrowing Powers**

- (a) In accordance with the York Act, the Board may:
  - (i) borrow money on the credit of the University in such amount, on such terms and from such persons, firms or corporations, including chartered banks, as may be determined by the Board;
  - (ii) make, draw and endorse promissory notes or bills of exchange;
  - (iii) hypothecate, pledge, charge or mortgage any part or all of the property of the University to secure any money so borrowed or for the fulfillment of the obligations incurred by it under any promissory note or bill of exchange signed, made, drawn or endorsed by it; and
  - (iv) issue bonds, debentures and obligations on such terms and conditions as the Board may decide, and pledge or sell such bonds, debentures and obligations for such sums and at such prices as the Board may decide, and mortgage, charge, hypothecate or pledge all or any part of the property of the University to secure any such bonds, debentures and obligations.

### **10.02 Bank Accounts**

- (a) The University's bank accounts shall be kept in such chartered bank, trust company or other firm or corporation carrying on a banking business as the Board may by resolution from time to time determine.
- (b) Cheques on the bank accounts, drafts drawn or accepted by the University, promissory notes given by it, acceptances, bills of exchange, orders for the payment of money and other instruments of a like nature may be made, signed, drawn, accepted or endorsed, as the case may be, by such officer or officers, person or persons as the Board may by resolution from time to time name for that purpose, or by electronic signature as the Board may by resolution authorize.
- (c) Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable paper may be endorsed for deposit to the credit of the University's bank account by such officer or officers, person or persons, as the Board may by

resolution from time to time name for that purpose, or they may be endorsed “for collection” or “for deposit” by means of a stamp bearing the University’s name. Any one of such agents, officers or servants so appointed may arrange, settle, balance and certify all books and accounts between the University and the University’s bankers and may receive all paid cheques and vouchers and sign all the bank’s forms of settlement of balances and releases or verification slips.

### **10.03 Books and Records**

The Governors shall ensure that all necessary books and records of the University required by the Act, the by-laws, or by any applicable statute or law are regularly and properly kept and open to inspection by the Governors during regular office hours in the office of the Secretary, including:

- (a) the by-laws, and any amendments to them;
- (b) the minutes of meetings of the Governors and of any committee of Governors;
- (c) the resolutions of the Governors and of any committee of Governors;
- (d) a register of Governors;
- (e) a register of officers;
- (f) a register of ownership interest in land in Ontario;
- (g) accounting records that are adequate to enable the Governors to ascertain the financial position of the University with reasonable accuracy on a quarterly basis and contain prescribed information;
- (h) the consents of individuals to act as Governors; and
- (i) a copy of the financial statements of each of the University’s subsidiaries and of each body corporate the accounts of which are consolidated in the financial statements of the University.

### **10.04 Fiscal Year**

Unless otherwise determined by the Board, the University’s fiscal year end shall be the last day of April in each year.

### **10.05 Audit**

In accordance with the York Act, the accounts of the University shall be audited at least once a year. The University in each year at a meeting of the Board held no later than the month of October, shall appoint an auditor or auditors to hold office until the next such meeting and until the appointment of their successor or successors unless they shall resign or their offices become vacant by death.

## ARTICLE 11 NOTICES

### 11.01 Method of Giving Notice

Whenever under the provisions of the by-laws notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by personal delivery, by prepaid mail or by electronic means to:

- (a) each Governor at their latest address as shown in the University's records or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current;
- (b) officer, or committee member at their latest address as shown in the University's records; or
- (c) to the University's auditor at its business address.

A notice so delivered by personal delivery shall be deemed to have been received when it is delivered personally; a notice so mailed shall be deemed to have been received on the fifth (5th) day after it was deposited in a post office or public letter box; and a notice so sent by any electronic means shall be deemed to have been received when sent.

### 11.02 Computation of Time

In computing the date or time when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the notice period shall terminate at midnight of the last day of the notice period, except if the last day is a holiday, the period shall terminate at midnight of the next day that is not a holiday.

### 11.03 Omissions and Errors

The accidental omission to give any notice to any Governor, officer, committee member or the auditor of the University or the non-receipt of any notice by any Governor, officer, committee member or the auditor of the University 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.

### 11.04 Waiver of Notice

Any Governor, officer, committee member, or the University's auditor may, in writing, waive or consent to abridge the time for giving any notice required to be given to them or it under any provision of the Act, the York Act or the by-laws, and such waiver or consent to abridgment, 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. Attendance and participation at a meeting constitutes waiver of notice unless such attendance is for the

express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

**ARTICLE 12  
AMENDMENTS TO BY-LAWS**

**12.01 Making, Amending or Repealing of by-laws**

The Governors may by majority resolution at a meeting of the Board at which at least 50% of the Governors are present make, amend or repeal any by-law that regulates the activities or affairs of the University; provided, that notice of a motion to make, alter or repeal any by-law must be given to all Governors not later than at the meeting next preceding that at which the motion is to be presented.

**ARTICLE 13  
REPEAL**

**13.01 Repeal of Previous by-laws**

All previous by-laws of the University related to the subject matter of this By-law are repealed. Such repeal shall not affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Governors with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

**Approved by the Board of Governors, 25 June 2024**