

MOUNT ALLISON UNIVERSITY
BY-LAW NUMBER 94-1
ENACTED OCTOBER 21, 1994
As Amended to November 27, 2009

INTERPRETATION

1. In this By-Law
 - (a) "the Act" means the Mount Allison University Act, 1993 (Statutes of New Brunswick, 42 Elizabeth II, Chapter 78) and includes any amendments thereto from time to time in force;
 - (b) unless the context otherwise requires, the definitions in Section 1 of the Act shall be deemed to be incorporated in and shall form part of this By-Law as full as if set out herein;
 - (c) for convenience, this By-Law is divided into three Articles, A, B and C, each of which is an integral part of this By-Law Number 94-1.
 - (d) where the context so requires or permits, the singular shall include the plural and the plural the singular and the masculine shall include the feminine.

ARTICLE A - GENERAL MEETINGS OF THE BOARD

2. (1) **Regular Meetings**
 - (a) Four regular meetings of the Board shall be held in each Calendar year.
 - (b) Each regular meeting shall be held on a date to be designated by the Board, or in the absence of such designation, by the Chair after consultation with the Chancellor and the President.
 - (c) The third regular meeting each calendar year shall be the annual general meeting at which the Board shall consider the University's financial statements for the previous fiscal year.

Sub-section (1) as amended: October 20, 2006.
- (2) **Special Meetings.** A special meeting of the Board may be called pursuant to a resolution passed at any previous meeting of the Board or may be called at any time by the Executive Committee and a Special meeting shall be called if at any time at least three Regents so request in writing.
- (3) **Notice.** Notice of meetings of the Board, whether regular or special, specifying the place, day and hour of the meeting, shall be sent by mail, postage prepaid, or telefaxed and addressed to each Regents at his or her post office address or telefax number as it appears in the books of the Board, or, if no address or no number so appears, then to such address as the Secretary may consider most likely to ensure the notice reaching such Regent without delay. Such notice shall be mailed at least thirty (30) days (exclusive of the day on which the notice is mailed or transmitted but

inclusive of the day for which the notice is given) before the day fixed for the meeting. The accidental omission to mail or transmit such notice to any Regent or the fact that any Regent does not receive such notice shall not invalidate the proceedings at any meeting. In the case of a special meeting the notice shall specify the general nature of the business proposed to be brought before the meeting.

- (4) **Place of Meetings.** The Board, the Executive Committee, any Standing Committee, any Standing Sub-Committee or any other committees established by the Board or the Executive Committee may at any time meet at any place within Canada as shall from time to time be determined by the Chair or by the Chairperson of any such committee.
- (5) **Quorum.** Eight Regents shall constitute a quorum for the transaction of business at any meeting, but any smaller number may adjourn a meeting of the Board, whether regular or special, from time to time, until a quorum can be obtained, and in no case shall any corporate act or vote be valid unless consented to by six Regents.
- (6) **Voting.** Questions arising at any meeting of the Board shall be decided by a majority of votes and every Regent present at the meeting and entitled to vote shall have one vote. All voting shall be by show of hands unless a ballot is demanded, in which event a poll by ballot shall be taken. The Chairperson of a meeting shall not be entitled to vote upon any question arising at the meeting except in the case of a tie vote in which case he shall be entitled to a casting vote, subject, however, to the provisions of Section 3 of this By-Law.
- (7) **Participation by Telephone.** A Regent or a member of a committee of the Board may participate in a meeting of Regents or of a committee of which he is a member by means of telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and any Regent or committee member participating in such meeting by such means is deemed to be present at that meeting.

REGENTS

3. (1) **Expenses.** Regents shall serve without remuneration as such but shall be entitled to be reimbursed their reasonable travelling and other expenses incurred by them in connection with their attendance at meetings of the Board or the Executive Committee or any other committee from time to time appointed by the Board and any other expenses properly incurred by them in connection with the affairs of the University.
- (2) **Vacancies.** In case of any vacancy occurring among the Regents, whether as a result of death, resignation, or otherwise, such vacancy shall be filled as provided by the act but no such vacancy from time to time existing shall in any way limit or affect the powers of the University or of the Regents remaining in office.
- (3) **Standard of care.** Every Regent and officer in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best

interests of the University and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- (4) **Liability for acts of others.** Subject to the provisions of Section 3(3)., no Regent or officer shall be liable for the acts, receipts, neglects or defaults of any other Regents or officer or employee or for any loss, damage or expense happening to the University through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the University or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the University shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects of the University shall be lodged or deposited or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his respective office or trust or in relation thereto.
- (5) **Indemnification by University.** The University shall from indemnify a Regent or officer of the University, a former Regent or officer of the University or a person and his heirs and legal representatives, against all costs (including lawyers fees and disbursement), charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administration action or proceeding to which he is made a party by reason of being or having been a Regent or officer of the University, if
 - (a) he acted honestly and in good faith with a view to the best interests of the University; and
 - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.
- (6) **Indemnification in derivative actions.** The University shall from time to time indemnify a Regent or officer in respect of an action by or on behalf of the University or procure a judgement in its favour, to which he is made a party by reason of being or having been a Regent or an officer of the University, against all costs, charges and expenses reasonably incurred by him in connection with such action if he fulfils the conditions set out in paragraphs (a) and (b) of Section 3(5).
- (7) **Insurance.** The University may purchase and maintain insurance for the benefit of any Regent or officer of the University against any liability incurred by such person in his capacity as a Regent or officer of the University except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the University.
- (8) **Responsibility for contracts.** The Regents for the time being 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 or on behalf of the University, except such as shall have been submitted to and authorized or approved by the Board. If any Regent or officer shall be employed by or shall perform services for the University otherwise than as a Regent or officer or shall be a member, shareholder, director or officer of a corporation which is employed by or performs services for the

University, the fact of his being a Regent or officer of the University shall not disentitle such Regent or officer or such corporation from receiving proper remuneration for such services.

- (9) **Disclosure of interest.** A Regent or officer who
- (a) is a party to a material contract or proposed material contract with the University, or
 - (b) is a director or an officer of or has a material interest in any corporation which is a party to a material contract or proposed material contract with the University,

Shall disclose in writing to the University or request to have entered in the minutes of meetings of the Board the nature and extent of his interest.

- (10) **Time of disclosure by Regent.** The disclosure required by Section 3(10) shall be made, in the case of a Regent,
- (a) at the meeting at which a proposed contract is first considered;
 - (b) if the Regent was not then interested in a proposed contract, at the first meeting after he becomes so interested;
 - (c) if the Regent becomes interested after a contract is made, at the first meeting after he becomes so interested; or
 - (d) if a person who is interested in a contract later becomes a Regent, at the first meeting after he becomes a Regent.
- (11) **Time of disclosure by officer.** The disclosure required by Section 3(10) shall be made, in the case of an officer who is not a Regent,
- (a) forthwith after he becomes aware that the contract or proposed contract is to be considered or has been considered at a meeting of Regents;
 - (b) if the officer becomes interested after a contract is made, forthwith after he becomes so interested; or
 - (c) if a person who is interested in a contract later becomes an officer, forthwith after he becomes an officer.
- (12) **Time of disclosure in other cases.** If a material contract or proposed material contract is one that, in the ordinary course of the University's business, would not require approval by the Regents, a Regent or officer shall disclose in writing to the University or request to have entered in the minutes of meetings of the Board the nature and extent of his interest forthwith after the Regent or officer becomes aware of the contract or proposed contract.

- (13) **Voting by interested Regent.** A Regent referred to in Section 3(10) hereof shall not vote on any resolution to approve the contract.

- (14) **Nature of disclosure.** For the purposes of this Section 3, a general notice to the Board by a Regent or officer, declaring that he is a director or officer of or has a material interest in a corporation and is to be regarded as interested in any contract made with that person, is a sufficient declaration of interest in relation to any contract so made.

CHANCELLOR AND CHAIR

4. (1) Subject as may be prescribed in their respective appointments or as the Board may determine, the terms of office of the Chancellor, the Chair and the Vice-Chair of the Board shall continue until the 31st day of December in the year in which such appointments respectively expire.
- (2) Nothing in this section 4 shall affect any of the provisions of the Act, including any powers of reappointment conferred thereby.

EXECUTIVE COMMITTEE

5. (1) **Membership of the Executive Committee.** The Executive Committee shall consist of:
- (a) The Chancellor;
 - (b) The President;
 - (c) The Chair of the Board of Regents;
 - (d) The Vice-Chair of the Board of Regents;
 - (e) One of the Regents, appointed by the Board of Regents, and
 - (f) The Chairperson of each of the Standing Committees (other than the Audit Committee).
- (2) **Presiding Officer.** Unless the Executive Committee otherwise decides by resolution, the Chair of the Board of Regents shall preside at meetings of the Executive Committee; in the absence of the Chair from any meeting, the Vice-Chair shall preside; in the absence of both the Chair and the Vice-Chair, the Executive Committee shall appoint one of its members to preside at that meeting.
- (3) **Secretary.** The Executive Committee shall appoint a secretary (in this By-Law called the "Secretary") who need not be a member of the Executive Committee or of the Board. In case of the absence of the Secretary from any meeting of the Executive Committee the said Committee shall appoint a secretary for that meeting.
- (4) **Quorum.** Four members of the Executive Committee shall constitute a quorum for any meeting of the said Committee.
- (5) **Voting.** Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes and every Regent present at the meeting and entitled to vote shall have one vote. All voting shall be by show of hands unless a ballot is demanded, in which event a poll by ballot shall be taken. The chairperson of a meeting shall not be entitled to vote upon any question arising at the meeting except in the case of a tie vote in which case he shall be entitled to a casting vote, subject, however, to the provisions of Section 3 of this By-Law.

- (6) **Term of Office.** The member of the Executive Committee appointed pursuant to section 5(1)(e) of this By-Law (herein sometimes referred to as the “appointed member”) shall hold office for the term of four years from the date of his appointment but the appointed member shall be eligible for reappointment. The appointed member shall cease to be a member of the Executive Committee if he ceases to be a Regent. In case of a vacancy occurring in respect of the appointed member, such vacancy shall be filled by the Board at its next meeting, or the Executive Committee after hearing a nomination from the Nominating Committee. All other members of the Executive committee shall serve on the Executive Committee only for such period as they hold the office establishing their eligibility for the Executive Committee.
- (7) **Notice of Meetings.** Notice of the time and place of Executive Committee meetings shall be given to each member thereof by the Secretary of the Committee by mailing or telefaxing to each member a notice of such meetings at least forty-eight hours before the hour fixed for the same; provided always that a special meeting of the Executive Committee may be held on shorter notice than forty-eight hours. Notice of a special meeting of the Executive Committee shall state the purpose for which the meeting is to be held. The Executive Committee may fix the dates for the holding of regular meetings of the said Committee and a meeting of the Executive Committee may be called at any time at the request of the Chancellor, the Chair of the Board, the President, or any two members of the said Committee. Meetings of the Executive Committee may be held at any time or place without previous notice, if all members of the Executive Committee be present, and consent to such meeting, or if all the members of the Committee waive notice in writing of the time, place and purpose of such meeting.
- (8) **Investments.** The Executive Committee shall have power to invest or direct the investment of the trust or endowment funds of the University in what it deems good and sufficient securities and shall have power to call in any money or funds so invested, and reinvest the same. Subject to any instructions from time to time given to it by the Board the Executive Committee shall exercise a supervising control of all financial matters which are under the direction of the Board.
- (9) **General Powers.** Except as otherwise provided in the Act or the By-Laws of the University, and subject to the directions of the Board, the Executive Committee shall have the general management and conduct of the affairs of the University (including, but without limitation to, the appointment and the determination of the remuneration of employees of the University) subject to review by the Board, but no action taken by the Executive Committee affecting other parties shall be invalidated or prejudicially affected by reason of any failure by the Board to approve such action.
- (10) **Minutes.** Copies of the Minutes of all meetings of the Executive Committee shall be sent to all members of the Board as soon as reasonably practicable following such meetings.

STANDING COMMITTEES AND STANDING SUB-COMMITTEES

6. (1) The Board or the Executive Committee may by resolution at any time or from time to time establish such committees as either shall deem appropriate to be necessary to carry out the objectives of the University; provided however that a Standing

Committee or Standing Sub-Committee may only be established or dissolved or have its composition; amended by By-Law.

Sub-section (1) as amended: May 27, 2008.

(2) The Standing Committees of the Board are as follows:

- (a) Academic Affairs Committee;
- (b) Audit Committee;
- (c) University Advancement Committee;
- (d) Finance and Administration Committee;
- (e) Nominating and Governance Committee; and
- (f) Student Affairs Committee;

each of which shall, subject to the approval of the Board, develop its own terms of reference.

Sub-section (2) as amended: October 20, 2006; May 27, 2008; and November 27, 2009.

(3) The chairperson of each Standing Committee, other than the chairperson of the Nominating Committee, shall be appointed by the Board from its members and shall serve for term of two years.

(4) The members of each Standing Committee shall be appointed by the Board and shall serve for a term of two years, other than student members who shall serve for a term of one year. The majority of appointed members to any Standing Committee must be members of the Board. Should there at any time be a vacancy in a position of a chairperson or of a member of a Standing Committee, the Board or the Executive Committee may fill any such vacancy for the balance of the term of the chairperson or member.

(5) All chairpersons and members of Standing Committees shall be eligible for reappointment for one or more additional term or terms.

(6) **Academic Affairs Committee**

(a) The Academic Affairs Committee shall review and advise the Board on issues and topics relating to academic affairs as they fall within or affect the general scope of the Board's mandate and responsibilities.

(b) The Academic Affairs Committee shall consist of:

- (i) the Chairperson;
- (ii) six members, at least one of whom shall be a student and at least one of whom shall be a faculty member;
- (iii) the Vice-President, Academic & Research;
- (iv) the Chancellor (ex-officio);
- (v) the Chair (ex-officio);

- (vi) the Chair of the Executive Committee (ex-officio); and
- (vii) the President (Ex-officio).

Paragraph (b) as amended: January 19, 2001.

Sub-section (6) as amended: May 27, 2008.

(7) Audit Committee

- (a) The Audit Committee shall review and advise the Board on the accounts of the University and on the Auditor's report;
- (b) The Audit Committee shall consist of:
 - (i) the Chair, a Regent appointed by the Board who is not a member of the Executive Committee;
 - (ii) four Regents appointed by the Board who are not members of the Executive Committee;
 - (iii) the Chancellor (*ex officio*);
 - (iv) the Chair of the Board (*ex officio*); and
 - (v) the Chair of the Executive Committee (*ex officio*).
- (c) The *ex officio* members of the Audit Committee shall be non-voting.
- (d) The Chair of the Audit Committee shall have a second vote in the event of a tie vote.

Sub-section (7) as amended: January 19, 2001; & November 28, 2007.

(8) University Advancement Committee

- (a) The University Advancement Committee shall review and advise the Board on all issues and topics relating to:
 - (i) brand and reputation management;
 - (ii) marketing and communications;
 - (iii) development and fundraising;
 - (iv) alumni relations;
 - (v) media and public relations; and
 - (vi) such other issues and topics as the Board or the Executive Committee may from time to time referred to the Committee or which the Committee may from time to time deem to fall within the general scope of its mandate and responsibilities.
- (b) The University Advancement Committee shall consist of:
 - (i) the Chairperson;
 - (ii) eight members, at least one of whom shall be a student and at least one of whom shall be a faculty member;
 - (iii) the Chancellor (ex-officio);
 - (iv) the Chair (ex-officio);

- (v) the Chair of the Executive Committee (ex-officio); and
- (vi) the President (ex-officio)

Paragraph (b) as amended: January 19, 2001; & October 17, 2003.

Sub-section (8) as amended: November 27, 2009.

(9) Finance and Administration Committee

- (a) The Finance and Administration Committee shall review and advise the Board on all issues and topics relating to:
 - (i) personnel;
 - (ii) legal affairs;
 - (iii) budget;
 - (iv) accounting;
 - (v) fiscal management;
 - (vi) such other issues and topics as the Board or the Executive Committee may from time to time refer to the Committee or which the Committee may from time to time deem to fall within the general scope of its mandate and responsibilities.

- (b) The Finance and Administration Committee shall consist of:
 - (i) The Chairperson appointed by the Board;
 - (ii) six members, at least one of whom shall be a student and at least one of whom shall be a faculty member;
 - (iii) the Vice-Chair;
 - (iv) the Vice-President (Administration and Finance);
 - (v) the Chancellor (ex-officio);
 - (vi) the Chair (ex-officio);
 - (vii) the Chair of the Executive Committee (ex-officio); and
 - (viii) the President (ex-officio).

Paragraph (b) as amended: January 19, 2001.

(10) Nominating and Governance Committee

- (a) The Nominating and Governance Committee shall from time to time make nominations to the Board or to the Executive Committee in connection with:
 - (i) appointments to the Board which the Board itself is empowered to make;
 - (ii) appointments by the Board to the Senate;
 - (iii) appointments to any Standing Committee of the Board, and
 - (iv) appointments to any committee in which the Board is represented.

- (b) The Nominating and Governance Committee shall be advisory to the Board of Regents, and shall:
 - (i) ensure new Regent orientation and continuing education;

- (ii) monitor and suggest improvement to Board of Regents' activities including communication with the University community; and
 - (iii) assess the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual Regents.
- (c) The Nominating and Governance Committee shall consist of:
- (i) The Chancellor, who shall be the Chairperson thereof;
 - (ii) the Chair;
 - (iii) the Chair of the Executive Committee;
 - (iv) two members of the Executive Committee to be appointed by the Executive Committee;
 - (v) one member of the Board to be appointed by the Board.

Sub-section (10) as amended: October 20, 2006.

(11) Student Affairs Committee

- (a) The Student Affairs Committee shall have the following terms of reference:
- (i) support the Vice-President, International and Student Affairs in addressing student life initiatives and issues;
 - (ii) examine and review the student affairs of the University so as to inform the Board of Regents on student life matters which the Committee considers would be of general interest to the members and provide advice to the Board when the Committee deems it necessary and important;
 - (iii) review and monitor the implementation of and adherence to the University's strategic statement in any student affairs matters and report to the Board accordingly;
 - (iv) review such other issues and topics as the Board or the Executive Committee may from time-to-time refer to the Committee;
 - (v) meet at least three times a year;
 - (vi) report, at each regular Board meeting, on activities of the Student Affairs Committee.
- (b) The Student Affairs Committee shall consist of:
- (i) the Chairperson;
 - (ii) three students and one faculty member;
 - (iii) three Regents;
 - (iv) the Chancellor (ex-officio);
 - (v) the Chair (ex-officio);
 - (vi) the Chair of the Executive Committee (ex-officio);
 - (vii) the President (ex-officio);
 - (viii) the Vice-President (International and Student Affairs) (ex-officio); and

- (ix) the Provost and Vice-President (Academic and Research) (ex-officio).

Paragraph (b) as amended: January 19, 2001; October 17, 2003; & May 15, 2007.

Sub-section (11)) as amended November 27, 2009.

- (12) The Standing Sub-Committees of the Executive Committee are as follows:

- (a) Investment Committee;
- (b) Property and Facilities Committee; and
- (c) Human Resources Committee

each of which shall, subject to the approval of the Executive Committee, develop its own terms of reference.

Sub-section (12) as amended: October 15, 2004; & May 27, 2008.

- (13) The chairperson of each Standing Sub-Committee shall be appointed by the Executive Committee from members of the Board of Regents and shall serve for a term of two years.

- (14) The members of each Standing Sub-Committee shall serve for a term of two years, other than student members who shall serve for a term of only one year. The majority of appointment members of any Standing Sub-Committee must be members of the Board. Should there at any time be a vacancy in a position of a chairperson or of a member of a Standing Sub-Committee, the Board or the Executive Committee may fill any such vacancy for the balance of the term of the chairperson or member.

- (15) The members of each standing Sub-Committee shall be eligible for reappointment for one or more additional term or terms.

- (16) **Investment Committee**

- (a) The Investment Committee shall review and advise the Executive Committee on all issues and topics relating to investment of the University's endowment and pension funds.

- (b) The Investment Committee shall consist of:

- (i) the Chairperson;
- (ii) six members, at least one of whom shall be a student and at least one of whom shall be a faculty member;
- (iii) the Chairperson of the Finance and Administration Committee (ex-officio);
- (iv) the Chancellor (ex-officio);
- (v) the Chair (ex-officio);
- (vi) the Chair of the Executive Committee (ex-officio);and

- (vii) the President (ex-officio);

Paragraph (b) as amended: January 19, 2001.

(17) Property and Facilities Committee

- (a) The Property and Facilities Committee shall review and advise the Executive Committee on all issues and topics relating to:

- (i) real estate;
- (ii) leased property;
- (iii) buildings;
- (iv) grounds;
- (v) physical plant infrastructure;
- (vi) related health and safety; and
- (vii) such other topics as the Executive Committee may from time to time refer to the Committee or which the Committee may from time to time deem to fall within the general scope of its mandate and responsibilities.

- (b) The Property and Facilities Committee shall consist of:

- (i) the Chairperson;
- (ii) six members, at least one of whom shall be a student and at least one of whom shall be a faculty member;
- (iii) the Chairperson of the Finance and Administration Committee (ex-officio);
- (iv) the Chair (ex-officio);
- (v) the Chair of the Executive Committee (ex-officio); and
- (vi) the President (ex-officio).

Paragraph (b) as amended: January 19, 2001.

(18) The Human Resources Committee

- (a) The Human Resources Committee shall

- (i) make recommendations to the Board, through the Executive Committee, concerning the senior administration of the University, including the President, the Vice-Presidents, and any other persons deemed by the Executive Committee, on the recommendation of the President, to be members of the senior administration;
- (ii) make recommendations to the Board on procedures to ensure the proper selection of the President;
- (iii) assist in the transition from one president to another;
- (iv) review, annually, the President's objectives;
- (v) assess annually the President's performance;
- (vi) determine the compensation of the President;
- (vii) review the job functions and descriptions of other members of the senior administration and make recommendations when appropriate;

- (viii) consider and approve procedures, as recommended by the President, to ensure the proper selection of other members of the senior administration;
- (ix) meet annually with the President to consider the performance of other members of the senior administration;
- (x) approve the compensation of other members of the senior administration;
- (xi) make any other recommendations to the President, the Board or the Executive Committee that the Human Resources Committee deems appropriate concerning the senior administration.

(b) The Human Resources Committee shall consist of:

- (i) the Chair of the Board;
- (ii) the Vice-Chair of the Board;
- (iii) the Chair of the Executive Committee, and
- (iv) the Chair of the Finance and Administration Committee.

Sub-section (18) as amended: October 15, 2004.

(19) Quorum for Meetings of Standing Committees

- (a) Except as provided below in this subsection, the quorum for meetings of standing committees or standing sub-committees shall be a majority of the committee members.
- (b) Except in the cases of the Nominating Committee and the Human Resources Committee, Regents who are on standing committees or standing sub-committees *ex officio* will not be counted when the number of members required for a quorum is determined.
- (c) However, Regents who are on standing committees or standing sub-committees *ex officio* who are in attendance at a committee meeting will be counted when it is determined whether or not a quorum is present at the meeting.
- (d) A meeting of a standing committee or standing sub-committee may only be held with the chairperson who was appointed by the Board of Regents present.

Sub-section (19) as amended: May 15, 2007.

VICE-PRESIDENT(S)

7. The Vice-President or Vice-Presidents, as the case may be, shall have such powers and duties as may be set out in the Act or as may be delegated to him or them by the President, or by the Board or its Executive Committee on the recommendation of the President.

SECRETARY

8. The Secretary of the Board appointed pursuant to section 5(3) of this By-Law shall issue or cause to be issued notices of all meetings of the Board, have charge of the minute books of the University and of the Corporate seal; he shall prepare and keep the minutes of all meetings of the Board and shall forward copies of such minutes to all members of the Board as soon as reasonably practicable following each such meeting; he shall sign or countersign with the other person or persons authorized pursuant to section 15 of this By-Law or any other signing officer authorized by the Board such instruments as may require his signature and shall perform such other duties as the terms of his engagement call for or as the Board may from time to time properly require of him.

VICE-PRESIDENT FINANCE AND ADMINISTRATION

9. The Vice-President Finance and Administration shall be the Treasurer of the University and shall have the care and custody of the funds of the University and shall deposit the same in the name of the University in such chartered bank or banks as the Board or Executive Committee may direct. Unless otherwise provided by the resolution of the Board or the Executive committee, the Vice-President Finance and Administration shall sign all cheques, drafts, notes and orders for the payment of money, and he shall pay out and dispose of the same under the direction of the Board or the Executive Committee. He shall render a detailed financial report to the Board at its October meeting and such other reports as the Board or the Executive Committee may from time to time require and he shall at all reasonable times, exhibit his books and accounts to any member of the Board upon request. He shall sign or countersign with the other person or persons authorized pursuant to section 15 of this By-Law such instruments as require his signature and he shall perform all duties incident to his office or that properly required of him by the Board, or by the Executive Committee. The Vice-President Finance and Administration shall give such bond for the faithful performance of his duties as the Board or the Executive Committee may require.

ASSISTANT SECRETARY

10. The Board or the Executive Committee may from time to time appoint an Assistant Secretary. The Assistant Secretary, if any, shall perform all the duties of the Secretary in the absence or disability of the Secretary. The Assistant Secretary shall also have such other powers and duties as may from time to time be assigned to him by the Board or by the Executive Committee.

AUDITOR

11. The Board shall in each year appoint an auditor who shall be a Chartered Accountant or firm of Chartered Accountants in good standing. The Compensation of the auditor shall be fixed by the Executive Committee. The auditor shall annually review the financial accounts of the University and of the Endowment Fund and any other funds pertaining to the University and shall make a report or reports thereon which shall be submitted to the regular October Meeting of the Board. The Auditor shall be entitled to attend and be heard at meetings of the Board relating to his duties as auditor.

FINANCIAL YEAR

12. The financial year of the University shall end on the thirtieth day of April in each year.

SEAL

13. The University may have one or more corporate seals which shall be such as the Board may by resolution from time to time adopt and change. The corporate seal in use at the time of the enactment of this By-Law shall continue to be used until changed by resolution of the Board.

BANK ACCOUNTS, CHEQUES, DRAFTS AND NOTES

14. (1) The University's bank accounts shall be kept with such chartered banks or trust companies as the Board or the Executive Committee may by resolution from time to time determine.
- (2) Cheques, promissory notes, 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 or the Executive Committee may by resolution from time to time name for that purpose. In the absence of specific directions by the Board or the Executive committee any or all such instruments may be signed by the President or Vice-President and the Secretary.
- (3) 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 by such officer or officers, person or persons, as the Board or the Executive Committee may by resolution from time to time name for that purpose, or they may be endorsed for deposit by means of a stamp bearing the University's name.

EXECUTION OF INSTRUMENTS

15. (1) Subject to any of the provisions of the Act or of the By-Laws, contracts and other documents or instruments in writing may be signed in the name and on behalf of the University by the President or a Vice-President and by the Secretary or the Assistant Secretary, if any. The Board or the Executive Committee may from time to time by resolution appoint any other officer or officers or any person or persons on behalf of the University either to sign instruments in writing generally or to sign specific instruments in writing.
- (2) The corporate seal may, when required, be affixed to any instruments in writing.

CUSTODY OF SECURITIES

16. (1) The Board or the Executive Committee may from time to time by resolution provide for the deposit and custody of securities belonging to the University.
- (2) All share certificates, bonds, debentures, debenture stock certificates, notes or other obligations or securities belonging to the University may be issued or held in the

name of a nominee or nominees of the University (and if issued or held in the name of more than one nominee shall be held in the names of the nominees jointly with right of survivorship).

BORROWING

17. The Board, or the Executive Committee if and to the extent authorized by resolution of the Board, may from time to time, in the name and on behalf of the University.
- (a) borrow money on the credit of the University in such amount or on such terms and from such persons, firms or corporations, including chartered banks, as may be determined or approved by the Board;
 - (b) make, draw and endorse promissory notes or bills of exchange;
 - (c) mortgage, hypothecate, pledge or charge any part or all of the property of the University secure any money borrowed or the fulfilment of the obligations incurred by the University under any promissory note or bill of exchange signed, made, drawn or endorsed by it;
 - (d) issue bonds, debentures or other obligations on such terms and conditions as the Board may decide or approve, and pledge or sell bonds, debentures or other obligations for such sums and at such prices as the Board may decide or approve, and mortgage, hypothecate, pledge or charge all or any part of the property of the University to secure any such bonds, debentures or other obligations.

ARTICLE B - THE SENATE

POWERS

18. The Senate shall exercise the powers and functions specified in the Act. It shall determine and control the academic policy of the University, subject to the availability of funds controlled by the Board and the powers reserved to the President in the Act.

Section 18 as amended: May 27, 2008.

SPECIFIC FUNCTIONS

19. Subject to the limitations specified in Section 18, and subject to review and direction by the Board, the Senate shall:
- (a) establish or discontinue such faculties, schools, institutes, departments, programs and courses as may be desirable;
 - (b) determine what particular courses are to be offered by each faculty, school, institute, department, or program;
 - (c) establish terms of admission to each faculty, school or institute;
 - (d) determine such credit beyond admission requirements as may be granted for work done at other educational institutions;
 - (e) establish the degrees, honorary degrees, certificates and diplomas that may be granted;
 - (f) establish requirements for each degree, certificate or diploma;
 - (g) examine the qualifications of all candidates for degrees and authorize the conferring of degrees on properly qualified persons;

- (h) approve terms of affiliation, or other association, with any college or other educational institution;
- (i) establish academic regulations and procedures;
- (j) consider, at its pleasure, and recommend to the Board of Regents, policies concerning the internal allocation or use of resources;
- (k) in general regulate all other matters relating to academic departments and programs; and
- (l) exercise such other functions, powers and duties as may from time to time be conferred upon it by the Board.

Section 19 as amended: May 27, 2008.

COMPOSITION OF THE SENATE

20. (1) The Senate shall be composed of the following voting members:
- (a) the Chancellor;
 - (b) the President, who shall be chair;
 - (c) the Vice-President (Academic and Research), who shall be vice-chair;
 - (d) the Academic Deans, including any Associate and/or Assistant Deans;
 - (e) the University Librarian, the Registrar, and the Director of Continuous Learning;
 - (f) the Directors of the Canadian Studies, Biochemistry, International Relations, and Women's Studies programs;
 - (g) the two elected members of the Faculty Council Executive and the Secretary of the Senate;
 - (h) one full-time faculty member from each academic department elected or appointed in accordance with section 21(1) below;
 - (i) one full-time faculty member from the Drama Program; elected in accordance with section 21(2) below;
 - (j) six full-time faculty members or full-time librarians at large elected in accordance with section 21(3) below;
 - (k) one full-time librarian appointed by the Library Council;
 - (l) six full-time students appointed by the Students' Administrative Council;
 - (m) two persons appointed by the Board of Regents; and
 - (n) one person appointed by the Mount Allison Federated Alumni.
- (2) The following shall be nonvoting members:
- (a) Academic and/or administrative officers who are designated by the President;
 - (b) the President of the Students' Union; and
 - (c) one Vice-President of the Students' Union appointed by the Students' Administrative Council.

Section 20 as amended: May 27, 2008.

ELECTIONS, APPOINTMENTS, RENEWALS, REPLACEMENTS, AND TERMS

Elections and Appointments

21. (1) The members under Section 20(1)(h) shall be elected by the full-time faculty members in their departments. However, in the event of a voting deadlock which cannot be resolved within a department, the member shall be appointed by the Vice-President (Academic) in consultation with the full-time faculty members of the department.
- (2) The member under Section 20(1)(i) shall be elected by those full-time faculty members who teach at least one course in the Interdisciplinary Program in Drama.
- (3) The members under Section 20(1)(j) shall be elected by full-time faculty members and full-time librarians. Two shall be elected each year. At any one time there shall be at least one member under Section 20(1)(j) from each Faculty.

Paragraph (3) as amended: January 28, 1995.

Renewals

- (4) All elected or appointed members are eligible for renewal except that the six faculty members or librarians at large appointed under Section 20(1)(j) are not eligible to be renewed as members at large until after an absence from Senate of at least one year. A term served as a replacement member shall not count when it is determined whether a member is eligible for renewal.

Replacements

- (5) When members do not complete their terms, they will be replaced by the bodies which elected or appointed them.

Commencement of Terms

- (6) Except in the case of members who are replacing members who did not complete their terms, the terms of elected or appointed members shall begin on the 1st day of July following their election or appointment.
- (7) The term of a replacement shall commence on the later of the date the vacancy occurs or the date of the election or appointment of the replacement.

Length of Terms

- (8) Except in the case of student members, *ex officio* members, and members who are elected or appointed to replace members who do not complete their terms, members shall be appointed or elected to terms of three years.
- (9) Student members shall be appointed for terms of one year.

- (10) The term of a member who is elected or appointed to replace a member who did not complete a term shall end on the date the term of the member being replaced would have ended if he or she had served the complete term.

Section 21 as amended: May 27, 2008.

SECRETARY

22. (1) There shall be a Secretary of the Senate who shall be appointed by the Senate for a five-year term, which may be renewed for one additional five-year term.
- (2) The Secretary of the Senate shall
 - (a) issue notices of meetings,
 - (b) have charge of the minute books and other papers pertaining to the Senate,
 - (c) keep the minutes of all meetings,
 - (d) forward copies of these minutes to all members, and
 - (e) perform such other duties as the Senate may from time to time require.

Section 22 as amended: May 27, 2008.

MEETINGS

23. (1) One regular meeting of the Senate shall be held in each month from and including September of one year to and including May of the following year, on dates to be announced each year in the University Calendar.
- (2) Special meetings may be called at any time by the President.

Section 23 as amended: May 27, 2008.

QUORUM

24. Fifty percent plus one of the voting members shall constitute a quorum for meetings of the Senate. Notwithstanding the previous sentence, for a special meeting held from and including the month of June to and including the following month of August, ten voting members shall constitute a quorum.

Section 24 as amended: May 27, 2008.

VOTING

25. (1) Questions arising at any meeting of the Senate shall be decided by a majority of the votes cast. The chair shall not vote except to break a tie.
- (2) A Board, department, program, library, or student representative may designate an alternate to attend and fully participate in a meeting as if the alternate were a member, written notice from the representative having been received by the

Secretary of Senate. Except in the case of students, an alternate must be from the constituency represented. In the case of students an alternate must be from the ranks of the Students' Administrative Council Executive.

Section 25 as amended: May 27, 2008.

COMMITTEES

26. (1) The Senate may appoint *ad hoc* and standing committees.
- (2) The Senate may appoint persons who are not members of the Senate to any of these *ad hoc* and standing committees.
- (3) Each standing committee shall present a written report on its activities to the Senate at least once each year.
- (4) There shall be a committee which shall keep a record of all committees appointed by the Senate, their terms of reference and their membership. It shall nominate persons to fill vacancies on Senate committees as required. It shall advise the Senate of changes in the structure or function of any such committees.
- (5) The President shall be a member of all Senate Committees.

Section 26 as amended: May 27, 2008.

FACULTY COUNCIL

27. (1) (a) The Faculty Council may advise the Senate on all matters within the Senate's competence and in particular shall recommend policy related to:
 - (i) terms of admission;
 - (ii) credits granted beyond admission requirements;
 - (iii) requirements for degrees; or
 - (iv) authorization of degrees earned in course.
- (b) The Faculty Council may advise the President on all matters of policy and of procedures relating to policy that are within the competence of the Board of Regents and the President.
- (2) **Membership.** The membership of the Faculty Council shall consist of all persons teaching at least one full course, or two half courses, in the regular academic session of the University, professional librarians on the staff of the University Library, the Director and Instructors of the Department of Physical Recreation and Athletics, senior administrators of the University (as from time to time defined by the Faculty Council Executive Committee), and other such groups of persons within the University as the Faculty Council shall decide on the recommendation of its Executive Committee. The Chairman of the Faculty Council shall be the President of the University, or in his absence, the Academic Vice-President.
- (3) **Management.** There shall be a Faculty Council Executive Committee composed of three voting members; the Chairman of the Faculty Council as Chairman and two

members of Faculty Council elected by and from the Council, at least one of whom shall hold a full-teaching position in the University. The Academic Vice-President shall be an ex-officio, nonvoting member of this Executive Committee, except when he must assume the Chair in the President's absence. A secretary shall be elected by mail ballot for a term of two years from among the members of Faculty Council. The two elected members of the Faculty Council Executive Committee shall hold ex-officio seats on the Senate and shall not sit on Senate in any other capacity during their term of tenure on the Faculty Council Executive Committee. The Faculty Council Executive Committee shall prepare the work of Faculty Council, receive reports, make recommendations, and have general supervision of the affairs of Faculty Council between meetings.

- (4) **Meetings.** The Faculty Council shall meet once a month from October to May inclusive, unless the Faculty Council Executive Committee cancels a meeting because of insufficient business. Each regular meeting of the Faculty Council shall normally precede a regular meeting of the Senate by at least two weeks. Special meetings may be called at any time by the Executive Committee of Faculty Council, or at the request of five (5) members of the Faculty Council.
- (5) **Quorum.** The quorum of a meeting of the Faculty Council shall be twenty-five (25) members. Of the Faculty Council Executive Committee it shall be three (3), one of whom shall be the Chairman of the Faculty Council or in his absence a member of the Executive Committee nominated by the Chairman to act in his place.

Paragraph (5) as amended: October 12, 2001.

- (6) **By-Laws.** The Faculty Council shall adopt its own By-Laws.
- (7) **Amendments.** The constitution of the Faculty Council may be amended by mail ballot subsequent to the discussion of the proposed amendment in a regular or special meeting of the members provided that a notice of at least seven (7) full days is sent in writing to each member giving the tenor of the proposed amendment and that the Faculty Council approve it by two-thirds of the members casting votes, and that it receive the subsequent approval of the Board of Regents and, where applicable, of the Senate.

ARTICLE C

28. (1) **Predominance of the Act.** Nothing in this By-Law shall in any way limit or otherwise affect any of the powers expressly conferred by the Act upon the Board or the Executive Committee or upon the Chancellor, the Chair, the President or any other officer of the University.
- (2) **Rules of Order.** In the event of any dispute over procedure for meetings of the Board, the Senate, or the Faculty or of any committees or sub-committee thereof, the guidance of Bourinot's Rules of Order shall be followed.

Paragraph (2) as amended: May 13, 1997.

- (3) **Amendment to the By-Laws.** The Board may from time to time repeal or amend these By-Laws by the affirmative vote of an least one-half (except in the case of

section 17 of these By-Laws in which case the percentage shall be two-thirds) of the Regents present at a regular or special meeting of Regents, for which meeting not less than thirty days prior written notice of the full text of the proposed repeal or amendment has been given to each Regents and in which notice of meeting it is expressly stated that the repeal or amendment will be considered and if deemed appropriate will be enacted with or without further amendment.

- (4) **Repeal of Former By-Laws.** All general By-Laws of the University in force at the date of the enactment of the By-Law are hereby repealed, but without prejudice to any action taken thereunder.
- (5) **Headings.** The headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.