

**AMENDED AND RESTATED
BY-LAWS
OF
THE UNIVERSITY OF ST. MICHAEL'S COLLEGE**

These by-laws were enacted by the Collegium on **December 7, 2016** and contain all existing by-laws of the Collegium currently in force.

TABLE OF CONTENTS

1	INTERPRETATION	1
	1.1 Definitions	1
	1.2 Interpretation	1
2	EXISTING BY-LAWS	2
3	UNIVERSITY MISSION AND VISION	2
	3.1 Mission	2
	3.2 Vision	2
	3.3 <i>Ex Corde Ecclesiae</i>	2
	3.4 Federation and Affiliations	2
4	PRINCIPAL OFFICE	2
5	SEAL	2
6	THE COLLEGIUM	2
	6.1 Powers and Responsibilities	2
	6.2 Composition of Collegium	3
	6.3 Appointment and Term of Office	3
	6.4 Resignation of Member	3
	6.5 Other Termination of Office	4
	6.6 Vacancy	4
	6.7 Members Serve without Remuneration	4
	6.8 Conduct of Members	4
	6.9 Removal from Office	4
7	OFFICERS	4
	7.1 Officers of the University	4
	7.2 Chancellor	4
	7.3 Vice-Chancellor	4
	7.4 Chair	5
	7.5 Vice-Chair	5
	7.6 President	5
	7.7 Secretary	5
	7.8 Bursar	5
	7.9 Registrar	5
	7.10 Principal	5
	7.11 Vice-President	6
	7.12 Dean, Faculty of Theology	6
	7.13 Director of Continuing Education	6
	7.14 Chief Librarian	6
	7.15 Chief Advancement Officer	6
	7.16 Officers' Employment Contracts	6
8	COMMITTEES OF THE COLLEGIUM	6
	8.1 Standing Committees	6
	8.2 Special Committees	6
	8.3 Executive Committee	6
	8.4 Finance Committee	7
	8.5 Appointments Committee	7

8.6	Investment Committee	7
8.7	General Rules as to Committees	7
9	MEETINGS OF THE COLLEGIUM	8
9.1	Number and Venue	8
9.2	Annual Meeting	8
9.3	Regular Meetings	8
9.4	Special Meetings	8
9.5	Notice of Meetings	8
9.6	Quorum	8
9.7	Voting	8
9.8	Order of Business	9
9.9	Attendance at Meetings	9
9.10	Minutes of Meeting	9
9.11	Record of Meeting	9
9.12	Participation at Meetings	9
9.13	Signed Resolution	9
10	FINANCIAL ARRANGEMENTS	9
10.1	Banking	9
10.2	Auditors	9
10.3	Financial Year	9
10.4	General Signing Authority	10
11	INDEMNITY	10
12	CONFLICT OF INTEREST	10
13	RESTATEMENT AND AMENDMENT	10

THE UNIVERSITY OF ST. MICHAEL'S COLLEGE

GENERAL BY-LAWS

WHEREAS the University is established by the *University of St. Michael's College Act, 2005* under which the Collegium of the University is vested with the responsibility of governing the University and given the power to make by-laws for such purpose;

AND WHEREAS it is considered desirable to amend and restate the by-laws of the University;

NOW THEREFORE the following are hereby enacted by the Collegium as the by-laws of the University;

1 INTERPRETATION

1.1 Definitions

“**academic year**” means the period from September 1 to June 30 in the following year;

“**affiliate**” means an institution referred to in section 3.4;

“**Act**” means the *University of St. Michael's College Act, 2005* as it may be amended from time to time;

“**alumni**” means persons who have been registered as students at the University and completed one year of full-time study;

“**College**” means St. Michael's College;

“**external member**” means a member of the Collegium who is not an internal member;

“**Faculty of Arts and Science**” means the Faculty of Arts and Science of the University of Toronto;

“**federation framework agreement**” means the agreement of July 1, 2008 between the Collegium and the Governing Council of the University of Toronto providing for their relationship as federated institutions;

“**fellow**” means a person who qualifies as such under the regulations of the Senate;

“**internal member**” means a member of the Collegium who is a member of a faculty or division of the University or is an employee or student of the University or an affiliate;

“**Senate**” means the Senate of the University as constituted by the Act;

“**special resolution**” means a resolution passed by at least two thirds of the votes cast at a meeting of the Collegium for which at least ten days' notice was given specifying the nature of the resolution;

“**staff**” means the persons in full time employment by the University excluding teaching staff;

“**student**” means a person who is registered at the University for full-time or part-time study in a program that leads to a degree or post-secondary diploma or certificate;

“**student life committee**” means the student life committee of the Faculty of Theology of the University;

“**teaching staff**” means the persons who are employed by the University and hold the academic rank of professor, associate professor, assistant professor, senior lecturer or lecturer;

“**these by-laws**” include all amendments thereto.

1.2 Interpretation

These by-laws shall be interpreted in a manner that is in conformity with the interpretation of the Act and its provisions and that is in harmony with the regulations of the Senate. In any case where there is a conflict between these by-laws and the regulations of the Senate that cannot be resolved the former shall prevail.

2 EXISTING BY-LAWS

These by-laws restate and contain all existing by-laws of the Collegium.

3 UNIVERSITY MISSION AND VISION

3.1 Mission

The University is dedicated to the pursuit and sharing of knowledge for its own sake and is committed to the study of the Catholic intellectual tradition within the context of faith and to fostering the creative engagement of that tradition with the widest range of academic disciplines as well as other traditions both religious and secular.

3.2 Vision

The University, federated with the University of Toronto, seeks to be Canada's leading English-speaking Catholic University.

3.3 *Ex Corde Ecclesiae*

As a Catholic institution of higher learning the University shall pursue its mission in harmony with the Ordinances issued by the Canadian Conference of Catholic Bishops to implement *Ex Corde Ecclesiae* in respect of Catholic universities and colleges in Canada. Accordingly the governance of the University and its activities will be informed by and carried out in conformity with such Ordinances.

3.4 Federation and Affiliations

The University is federated with the University of Toronto pursuant to the provisions of the *University of Toronto Act, 1971* and through such federation, which is governed by the federation framework agreement, provides its students, faculty, librarians and others with the benefits of a collective enterprise while at the same time retaining the distinctive elements of its mission.

The University shall work in collaboration with the Pontifical Institute of Mediaeval Studies and with such other institutions that by agreement or merger become affiliates of the University.

4 PRINCIPAL OFFICE

The principal office of the University shall be at 81 St. Mary Street in the City of Toronto.

5 SEAL

The seal, a facsimile of which appears below, shall be used by the University in connection with any deeds, agreements or other documents to be attested by or signed under seal other than documents which under the regulations of the Senate are to have the academic seal of the University affixed thereto.

6 THE COLLEGIUM

6.1 Powers and Responsibilities

As provided in the Act the Collegium shall govern the affairs of the University. In the exercise of this statutory responsibility the Collegium shall safeguard the property and funds of the University and ensure that it has the resources to carry out its mission while operating in accordance with the best academic practices and the governing law.

The Act establishes the Senate of the University and sets out its responsibilities which relate to the

conferring of degrees, the holding of convocation, student admissions and courses of study and other academic matters including the power to establish faculty councils and make regulations with respect thereto. The Senate shall be the principal advisor of the Collegium on all matters of an academic and educational nature in the University.

6.2 Composition of Collegium

The Collegium shall be twenty-one in number composed of the following persons:

- 6.2.1** The President of the University,
- 6.2.2** One person appointed by the President from among the heads of the faculties or divisions of the University
- 6.2.3** One person who is an undergraduate student of the University and has been selected by the St. Michael's College Student Union,
- 6.2.4** One person who is a graduate student of the Faculty of Theology and has been selected by the student life committee,
- 6.2.5** Four persons appointed by the Superior General of the Congregation of St. Basil,
- 6.2.6** One person appointed by the Roman Catholic Archbishop of Toronto,
- 6.2.7** One person who is a member of the Sisters of St. Joseph of Toronto or the Sisters of Loretto who would on appointment be an external member,
- 6.2.8** One person from the full-time staff of the University and has been selected by the full time staff of the University,
- 6.2.9** One person from the fellows of the University teaching in the Faculty of Arts and Science, and has been selected by the full time fellows of the University teaching in the Faculty of Arts and Science,
- 6.2.10** One person from the full-time professional librarians of the University, and has been selected by the full-time professional librarians of the University,
- 6.2.11** One person from the full-time teaching staff of the Faculty of Theology, and has been selected by the full-time teaching staff of the Faculty of Theology of the University,
- 6.2.12** Two persons who are alumni of the University and would be external members,
- 6.2.13** One person who is the principal or a teacher or senior member of the administrative staff of a Catholic secondary school, and
- 6.2.14** Four other persons who would be external members.

6.3 Appointment and Term of Office

The appointment of members of the Collegium shall be made yearly at the annual meeting of the Collegium and the members appointed at such meeting shall hold office for a term of three years expiring at the end of third annual meeting after their appointment subject, however, to the following provisions:

- 6.3.1** The President shall continue as a member so long as he or she holds office.
- 6.3.2** The term of office of the persons referred to in sections 6.2.3 and 6.2.4 shall expire at the end of the academic year following their appointment.
- 6.3.3** The appointment of the remaining members of the Collegium shall be made on a rotating basis so that at least six members shall retire at each annual meeting.
- 6.3.4** A member appointed for a term of three years may be appointed for a second term of three years.

6.4 Resignation of Member

A member of the Collegium may resign from office on giving written notice to the Secretary. Such resignation shall take effect on the later of the date specified in the notice or the date it is received.

6.5 Other Termination of Office

A member of the Collegium shall cease to hold office if he or she ceases to qualify as a member by reason of ceasing to be within the description in the particular category of section 6.2 under which the member was appointed, or is removed from office under section 6.9.

6.6 Vacancy

A vacancy in the membership of the Collegium, other than a vacancy in the office of the President, may be filled by the Collegium on the recommendation of the appointments committee.

6.7 Members Serve without Remuneration

The members of the Collegium shall serve in that capacity without remuneration but such shall not apply in respect of remuneration for his or her services as an officer of the University, as a member of the teaching staff or as an employee of the University.

6.8 Conduct of Members

Members of the Collegium shall act with diligence, honesty and in good faith in the best interests of the University.

6.9 Removal from Office

The Collegium may, by a special resolution, remove a member from membership on the Collegium where the member has failed to comply with the conduct required of members in section 6.8 or has failed to attend, without sufficient cause, three consecutive meetings of the Collegium, provided that the member has been given at least five days' notice in writing of the meeting of the Collegium at which the resolution is to be considered and has been permitted to be heard at such meeting before a vote is taken.

7 OFFICERS

7.1 Officers of the University

The principal officers of the University shall be the following:

Chancellor	Bursar
Vice-Chancellor	Secretary
President	Registrar
Chair	Dean, Faculty of Theology
Vice-Chair	Director of Continuing Education
Vice-President	Chief Librarian
Principal	Chief Advancement Officer

and officers other than the Chancellor, Vice-Chancellor and President shall be appointed by the Collegium.

The President may appoint additional officers and prescribe their responsibilities.

7.2 Chancellor

The Chancellor shall be the Archbishop of the Roman Catholic Archdiocese of Toronto and shall preside over convocation ceremonies of the University and confer any of the degrees to be conferred by the University.

7.3 Vice-Chancellor

The Vice-Chancellor shall preside at Convocation in the absence or inability of the Chancellor and shall preside at meetings of the Senate.

7.4 Chair

The Chair shall be appointed by the Collegium from among its external members. The Chair shall preside at meetings of the Collegium and the Executive Committee and shall have and perform such authority and duties as are given by the Act or these by-laws or by a resolution of Collegium.

7.5 Vice-Chair

The Vice-Chair shall be appointed by the Collegium from among its external members. In the absence or inability of the Chair the Vice-Chair shall preside at meetings of the Collegium and the Executive Committee and shall have and perform the authority and duties of the Chair.

7.6 President

The President shall be the chief executive officer of the University with the authority to execute and carry out the decisions of the Collegium. The President shall serve as the Vice-Chancellor of the University and the chair of the Senate of the University and shall have general responsibility for the operations of the University under the direction of the Collegium.

The President shall be appointed by the Superior General of the Congregation of St. Basil on the recommendation of the Collegium.

7.7 Secretary

The Secretary shall maintain records of the proceedings at meetings of the Collegium and the Executive Committee and shall arrange for the giving of notices of such meetings. The Secretary shall perform such other duties as may be required under the by-laws or prescribed by the Collegium and shall support the President in the discharge of the duties of his or her office.

7.8 Bursar

The Bursar shall be the chief financial officer of the University and shall be responsible for the keeping of full and accurate books of account in which shall be recorded all assets and liabilities and all receipts and disbursements of the University and shall control the deposit of money in such banks as have been appointed as the bankers of the University and be responsible for the safekeeping of investments of the funds of the University. Under the direction of the President the Bursar shall have general supervision of the administrative affairs of the University.

7.9 Registrar

The Registrar shall be responsible for maintaining the records of the University relating to students and graduates and for the recruitment, registration and advising of students and for student awards policies and programs of the University.

The Registrar shall be the secretary of the Senate.

7.10 Principal

The Principal shall be the academic head of the College and shall be responsible for the direction of the academic programs of the College and for the administration of the affairs of the College within the

structures of both the University and the University of Toronto. The Principal shall ensure that the obligations of the University under the federation framework agreement that relate to the College, including the provision of reports to the Provost and the Dean of Arts and Science of the University of Toronto, are met.

The Principal shall have such other responsibilities as may be determined by the Collegium and shall perform the duties of such office in consultation with and under the direction of the President.

7.11 Vice-President

The Vice-President shall have the responsibility of coordinating academic plans and policies for the University as a whole and in the absence or inability of the President may exercise the power and authority of such office.

If the office of Principal and Vice-President are held by the same person he or she may be referred to as the Principal and Vice-President.

7.12 Dean, Faculty of Theology

The Dean, Faculty of Theology shall be the head of the Faculty of Theology in all academic matters, including student development, curriculum development, research, and management of the Faculty's academic and administrative staff. The Dean shall represent the University in the Toronto School of Theology.

7.13 Director of Continuing Education

The Director of Continuing Education shall be responsible for developing and implementing continuing education programs that support the mission of the University as elaborated in its academic plan.

7.14 Chief Librarian

The Chief Librarian shall be responsible for the libraries of the University and shall represent the University in the library system of the University of Toronto.

7.15 Chief Advancement Officer

The Chief Advancement Officer shall be responsible for the fundraising activities of the University and for maintaining a close relationship between the University and its alumni.

7.16 Officers' Employment Contracts

Officers other than the Chancellor of the University shall hold office at the pleasure of the Collegium and may be dismissed from office at any time without prejudice to their rights and entitlements under the terms of their employment contracts.

8 COMMITTEES OF THE COLLEGIUM

8.1 Standing Committees

There shall be four standing committees of the Collegium: the Executive Committee, the Finance Committee, the Appointments Committee and the Investment Committee. The members of each committee shall be appointed yearly at the first regular meeting of the Collegium following the annual meeting.

8.2 Special Committees

The Collegium may at any time establish a committee of the Collegium for a special purpose at which time it will determine the name of the committee, its mandate and number of members.

A special committee shall continue to have responsibility beyond the year in which it has been established if reconstituted by the Collegium at its first regular meeting in the following year.

The Collegium shall strike a special Presidential Search Committee and determine its terms of reference and composition not later than fifteen (15) months prior to the expiration of the term of the incumbent President.

8.3 Executive Committee

The Executive Committee shall be composed of a minimum of five external members of the Collegium.

The Chair shall preside at meetings of the committee and it shall hold at least one meeting before each meeting of the Collegium to be called by the Chair or the President.

The Committee shall be responsible for matters of governance of the University and may deal with any matter that is within the power of the Collegium and requires attention between regular meetings of the Collegium.

8.4 Finance Committee

The Finance Committee shall be composed of a minimum of three members of the Collegium at least a majority of whom shall be external members.

The committee shall exercise general supervision over the financial affairs of the University and shall submit to the Collegium for approval annual operating and capital budgets, annual and quarterly financial statements, commitments for borrowing and other capital obligations.

The committee shall advise the Collegium on matters relating to financial planning and policies and shall serve as the audit committee of the Collegium.

8.5 Appointments Committee

The Appointments Committee shall be composed of a minimum of three members of the Collegium at least a majority of whom shall be external members.

The committee shall have the responsibility for the selection of candidates willing to serve as members of the Collegium and for recommending their appointment by the Collegium to fill the vacancies in the Collegium to be made at each annual meeting or other time when there may be a vacancy. The committee shall assess the qualifications of each prospective member and in selecting candidates shall consider the appropriate skills needed by the Collegium as a whole. The committee shall also recommend to the Collegium the members to be appointed to membership of the standing committees.

8.6 Investment Committee

The Investment Committee shall be composed of a minimum of three members of the Collegium at least a majority of whom shall be external members.

The committee shall provide oversight with respect to the funds of the University committed for investment including investments held for endowment and other capital purposes or for which the University has responsibility under the provisions of any benefit plan for employees.

8.7 General Rules as to Committees

Except as otherwise provided in these by-laws the following rules shall apply to each committee of the Collegium:

- (a) the Chair and the President shall be added to the committee as *ex officio* members;
- (b) the members of a standing committee shall be appointed by the Collegium at its first regular meeting on the recommendation of the Appointments Committee and shall hold office for the ensuing year;

- (c) meetings may be called by the President or the chair of the committee and the procedure at meetings shall be determined by the chair of the committee unless otherwise decided by the members;
- (d) a majority of the members of the committee shall constitute a quorum for the transaction of business;
- (e) each member of the committee shall have one vote on a resolution or decision of the committee and in the event of an equality of votes the chair of the committee shall have a second or casting vote;
- (f) a report as to the business transacted by the committee since its last report shall be made at each meeting of the Collegium;
- (g) a vacancy in the membership of the committee shall be filled by the Collegium;
- (h) the committee may develop a statement of policy setting out specific responsibilities within the general terms of its mandate and indicating the manner on which it will exercise such responsibilities; and
- (i) meetings of the committee shall not be open to the public.

9 MEETINGS OF THE COLLEGIUM

9.1 Number and Venue

The Collegium shall meet at the campus of the University at least five times in the academic year.

9.2 Annual Meeting

The first meeting of the Collegium in the academic year shall be the annual meeting of the Collegium. The business of the meeting shall be the review and approval of the financial statements for the last completed financial year, the appointment of the auditors of the University for the ensuing year and the appointment of persons to fill the vacancies occasioned by the retirement of members of the Collegium whose terms of office expire at the conclusion of the meeting.

9.3 Regular Meetings

The first regular meeting of the Collegium shall be held after a short adjournment following the annual meeting and at least three other regular meetings of the Collegium shall be held during the remainder of the academic year on such dates as may be determined by the Collegium at its first regular meeting.

9.4 Special Meetings

Special meetings of the Collegium may be held at any time on the call of the Chair or the President.

9.5 Notice of Meetings

Notice of the time and place of meetings of the Collegium shall be given at least five days prior to the meeting date and shall set out the business of the meeting, as determined by the Chair or the President. Such notice shall be sent by electronic means to each member at the address of the member as contained in the records of the University. A member without an electronic address may request a notice by mail to be posted at least ten days before the meeting date.

9.6 Quorum

The number of members to constitute a quorum for the transaction of business at any meeting of the Collegium shall be eleven and at least a majority of those present shall be external members.

9.7 Voting

A majority of the votes of the members shall determine any question arising at the meeting and in the event of an equal number of votes the chair of the meeting shall have a second or casting vote. A vote on any question arising at the meeting may be taken on a show of hands unless a vote by ballot is called for the chair of the meeting or requested by a member.

9.8 Order of Business

The order of business to be transacted at a meeting shall be as set out in the notice of the meeting or in an agenda accompanying the notice, and unless otherwise provided by these by-laws or determined by the meeting such business shall be conducted in accordance with Robert's Rules of Order. In order to expedite the business of the meeting the chair of the meeting may permit any abridgement or departure from such rules of order unless called into question by a member.

9.9 Attendance at Meetings

Other than where a meeting or a part thereof is being held in camera, attendance at the meeting shall be open to the public. A person who is not a member of the Collegium shall not be entitled to speak at a meeting unless invited by the chair of the meeting. A meeting shall be held in camera when the matter to be discussed or the business to be transacted may be of a private personal nature or involve confidential financial or other information of the University or of any other person involved in the affairs of the University. The existence of any such matter or business shall be indicated in the notice of meeting or may at any time in the course of the meeting be identified by the chair of the meeting who thereupon shall conduct the meeting in camera unless otherwise determined by the members. A member of the Collegium in attendance at a meeting may be required by the chair of the meeting to withdraw from the meeting for the discussion of any matter in which the member has a personal interest.

9.10 Minutes of Meeting

Minutes shall be made and retained of the proceedings at each meeting of the Collegium and shall be available for inspection by the public. Where a meeting is held in camera the minutes shall be kept separate and be available only to members except to the extent determined by the Collegium or the President.

9.11 Record of Meeting

The record and proceedings at any meeting of the Collegium or of a committee which is conducted in camera shall be kept in confidence by every member and by any other person at the meeting.

9.12 Participation at Meetings

A member may participate in a meeting by conference telephone or other electronic means that permit persons at the meeting to hear each other and such member shall be deemed to be present at the meeting.

9.13 Signed Resolution

A resolution in writing which is signed by each member of the Collegium shall be regarded as valid as if passed at meeting of the Collegium.

10 FINANCIAL ARRANGEMENTS

10.1 Banking

The University shall keep its moneys and investments and maintain accounts thereof with such banks or

other financial institutions as may be determined by the Collegium. Cheques and orders for withdrawal or payments and other documents relating to the operation of such accounts shall be signed by such officers of the University or other persons as may be authorized by the Collegium.

10.2 Auditors

The annual financial statements of the University shall be audited by a firm of public accountants authorized under the *Public Accounting Act, 2004* that is appointed by the Collegium. Such financial statements and the report of the auditors thereon shall be made available for inspection by the public.

10.3 Financial Year

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

10.4 General Signing Authority

Agreements, deeds and other documents to which the University is a party shall be signed on its behalf by such officers or other persons as may be authorized by the Collegium.

11 INDEMNITY

A member or officer of the Collegium shall be indemnified against all costs, charges and expenses reasonably incurred in respect of any civil, criminal, administrative or investigative action or proceeding in which the member or officer is involved by reason of the performance or existence of the duties of his or her office but such indemnification shall not be made unless the member or officer has acted diligently, honestly and in good faith in the best interests of the University and had reasonable grounds for believing his or her conduct was lawful and has not been judged by any court or competent authority to be at fault either by commission or failure to act.

12 CONFLICT OF INTEREST

A member of the Collegium who is party to a material contract or transaction with the University, or to a proposed such contract or transaction, or has a material interest in an entity who is a party to such a contract or transaction with the University, shall declare or disclose such interest to the Collegium before or at the first meeting at which the contract or transaction is considered or at the first meeting after becoming a member or acquiring such interest.

13 RESTATEMENT AND AMENDMENT

These by-laws, which are intended to amend and restate all prior existing by-laws of the Collegium, shall come into force on the date enacted by the Collegium and may be amended by the Collegium by a special resolution.