

Bylaw Number 1

CONCERNING

THE GENERAL ADMINISTRATION OF THE COLLEGE

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BYLAW NUMBER 1
CONCERNING
THE GENERAL ADMINISTRATION OF THE COLLEGE

Article 1 GENERAL PROVISIONS

1.01 Definitions

In all bylaws of the College, the following expressions mean:

- a) **'ACT'**: the General and Vocational Colleges Act, (CQLR, ch. C-29 and its amendments)
- b) **'COLLEGE'**: Dawson College incorporated under the name 'Collège Dawson'
- c) **'BOARD'**: the Board of Governors of Dawson College
- d) **'MINISTER'**: unless specified otherwise, the minister designated as responsible for the administration of the Act under article 72 of the Act;
- e) **'MINISTRY'**: unless specified otherwise, the ministry under the jurisdiction of the minister defined above.

1.02 Corporate Seat

The corporate seat of the College is located at 3040 Sherbrooke Street West, Westmount, Quebec.

1.03 Seal

The Seal of the College appears at the bottom of the last page of the present bylaw.

1.04 Subject

The present bylaw deals with the internal management of the College.

Article 2 BOARD OF GOVERNORS

The Board is composed of nineteen (19) members, duly appointed in accordance with Articles 8 and 9 of the Act.

Seven members appointed by the Minister, for a term not to exceed three years.

- a) two members from socio-economic groups,
one member from among the persons proposed by university-level teaching institutions,
one member from among the persons proposed by the school boards of the territory,

one member from among the persons proposed by the regional council of labour market partners for the region;

- b) two persons from within enterprises in the region operating in the economic sectors corresponding to the programs of technical studies implemented by the college;

Ten members appointed or elected locally:

- c) two Dawson Diploma of Collegial Studies graduates, one in a program of pre-university studies and one in a program of technical studies, appointed as per Article 3.01 of this Bylaw for a term not to exceed three years;
- d) two parents, elected as per Article 3.02 of this Bylaw for a term of two years;
- e) two students registered at the College, one in a program of pre-university studies, and one in a program of technical studies, appointed in accordance with section 32 of the Act respecting the accreditation and financing of students' associations for a term of one year;
- f) two teachers, one non-teaching professional and one member of the support staff, elected by their peers for a term of three years;

Two members are ex-officio:

- g) the Director General;
- h) the Academic Dean.

The terms of office shall not be renewed consecutively more than once.

2.01 Vacancies

According to Article 10 of the Act, a person shall cease to be a Board member upon losing the qualification required for the appointment. A person who is a member of the board as a parent of a student of the college shall, however, continue to be a member thereof until the expiry of his term even if he ceases to be so qualified. Subject to Article 10, the members of the board shall remain in office until they are reappointed or replaced.

Any vacancy in the office of chair of the board or on the executive committee or on the academic council shall be filled in the manner prescribed for the appointment of the member to be replaced, but only for the unexpired portion of the latter's term of office.

Any vacancy in the office of a member of a board before the expiry of his term shall be filled by a mode of appointment and for the term provided in Article 8 and 9 of the Act.

- a) Any member except an ex officio member may resign by giving a written notice to the Director of Corporate Affairs. The resignation takes effect on the day such notice is received by the Director of Corporate Affairs or at the time indicated in the notice.
- b) It is the duty of the Director of Corporate Affairs to inform the Board of any vacancy which has occurred since the last meeting of the Board.

- c) The Director of Corporate Affairs shall inform employee groups of any vacancy within their group.
- d) A Board member is removed from office after failure to attend three consecutive Board meetings.

2.02 Jurisdiction

The Board exercises the rights and powers of the College in accordance with the Act, the Regulations adopted thereunder, and the Mission Statement of the College.

2.03 Exercise of Powers

Any decision which requires the approval of the Board must be endorsed by resolution duly proposed and adopted in accordance with the provisions contained in Article 4 of the present Bylaw. Any such decision must subsequently be consigned in the official minutes of the meetings of the Board.

The recording of a Board resolution in the minutes or an extract thereof constitutes prima facie proof of its authenticity. Any decision which does not comply with the first paragraph of the present clause shall not be a decision of the College, shall not be binding upon the College and shall entail the personal liability of any person implementing such a decision.

The Board shall exercise its powers by simple resolution or by bylaw, except for those matters which must only be dealt with by bylaw, in accordance with the Act or the regulations of the Government or of the Minister.

The College may make bylaws according to the Act, its pursuant regulations, or the College Education Regulations.

2.04 Records

The Board shall maintain at its corporate seat the following records:

- (a) the original or a certified copy of its letters patent;
- (b) the original or a certified copy of the appointment of its members by the Minister
- (c) a certified copy of the bylaws adopted by virtue of the Act;
- (d) the minutes of the meetings of the Board, the Executive Committee, the Senate and of the other committees of the Board;
- (e) the surnames, first names and addresses of all officers, and members of the Board of Governors;
- (f) the surnames, first names and addresses of all parents as established on the basis of the information contained in student application forms;
- (g) the surnames, first names and addresses of all management personnel;
- (h) the surnames, first names and addresses of all teachers;
- (i) the surnames, first names and addresses of all non-teaching professionals;
- (j) the surnames, first names and addresses of all support personnel;
- (k) the surnames, first names and addresses of all students;

- (l) the obligations guaranteed by mortgage, indicating in each case the amount of capital, a brief description of the mortgaged property and the name of the creditors or, in the case of a bond issue, the name of the trustee;
- (m) the budgets and financial statements of the College for each fiscal year;
- (n) the information that a college must provide in its annual report.

The Board may, by bylaw, rule on any other entry to be made in its records as well as on the format of such records.

Article 3 APPOINTMENT AND ELECTION OF BOARD MEMBERS

3.01 Appointment of Dawson Graduates

The Board shall appoint the College graduate members foreseen in Article 8 par. c) of the Act by resolution. These appointments shall be made at a regular meeting within sixty (60) days following a vacancy or the expiry of a member's mandate. The months of July and August shall be excluded from this sixty (60) day period.

3.02 Election of Parent Members

The parent members of the Board shall be elected by secret ballot held, presided over and coordinated by the Director of Corporate Affairs.

The procedure for the election following a vacancy is initiated only once per fiscal year, within sixty (60) days following the beginning of the fall session.

- a) When the election procedure for a parent member must be initiated, the Director of Corporate Affairs shall place a notice of the election in at least one (1) English daily newspaper distributed in the Montreal area. Such notice shall indicate: 1) the number of parent seats to be filled; 2) the nomination process and the duration of the nomination period; 3) the location and the date of the nomination meeting,
- b) To be accepted as a candidate, a parent must, within the time limits specified by the notice mentioned in a) send a written notice to the Director of Corporate Affairs of the College of such parent's intention to stand for election. The parent may accompany such notice with relevant documentation to be distributed to other parents.
- c) The election shall be held at a parents' assembly announced in a) above.
- d) The Director of Corporate Affairs shall prepare the list of candidates and copies of the relevant documentation for distribution at the parents' assembly.
- e) The Director of Corporate Affairs and two scrutineers named by the Director of Corporate Affairs from among the parents assembled shall count the ballots.
- f) The vacant seats shall be assigned to candidates in descending order of the number of votes received starting with the candidate who received the greatest number of votes. When more than one candidate has obtained the same number of votes for the position or positions available, the casting vote shall be determined by public drawing of lots.

Article 4 MEETINGS OF THE BOARD

4.01 Regular Meetings

- a) Regular meetings of the Board shall be held on the dates and at the times set at the last regular meeting of each fiscal year.
- b) The Director of Corporate Affairs must send a proposed agenda along with the relevant documentation to each of the Board members no later than five (5) calendar days before the meeting. The proposed agenda must be available at the Office of Director of Corporate Affairs within the same time limits.
- c) The agenda of a regular meeting shall include the following items.
 - agenda
 - minutes
 - correspondence
 - reports
 - business arising from the minutes
 - new business
 - varia
 - date of next meeting
 - adjournment

The Chair, in preparing the proposed agenda of a regular meeting, shall consult with the Executive Committee and shall determine which items if any, shall be in camera. The agenda may include items submitted by Board members provided that such requests, along with the relevant documentation, are received at the office of the Director of Corporate Affairs no later than three (3) full days before the Executive Committee meeting at which the Board agenda is set.

- d) At the opening of the session, the agenda may be amended, if need be, and adopted by a simple majority. After it has been adopted, the agenda may be amended only if two thirds (2/3) of the members present agree.

4.02 Special Meetings

- a) At the request of the Chair, of the Executive Committee or of five (5) Board members, the Director of Corporate Affairs shall call a special meeting by means of a notice which specifies the date, the hour and the agenda of the meeting. Such notice of meeting must be sent to each member electronically, along with the relevant documentation, no later than five (5) calendar days before the meeting.

If the Director of Corporate Affairs fails to call a special meeting within three (3) days of a duly made request, the Chair, or, as the case may be, three (3) Board members may call such a meeting.

- b) At a special meeting, only the items mentioned in the notice of meeting may be dealt with, unless all the Board members are present at such special meeting and agree to the addition of other items.

4.03 Emergency Meetings

In the case of an emergency, the Chair, or in the absence thereof, the Vice-Chair, may call a special meeting without observing the time limit prescribed in paragraph 4.02 a).

4.04 Meetings Without Notice

A meeting of the Board of Governors may take place at any time without notice provided that all members are present or have signed a waiver of the notice of such meeting.

4.05 Place of Meetings

Board meetings are normally held at the College. The Chair may authorize attendance by telephone or electronic means.

4.06 Quorum

The quorum for Board meetings is equal to the number of members immediately greater than the value of one-half of the total number of members in office. The quorum is not affected by the fact that a member is not entitled to vote on a given subject.

4.07 Maintenance of Quorum

It shall be assumed that the quorum which is verified at the beginning of the meeting is maintained throughout the meeting; however, any member may request that the quorum be verified during the meeting. The official verification by the Chair that a quorum does not exist shall bring the meeting to a close and invalidate further deliberations but shall not affect decisions made before the quorum was verified.

4.08 Attendance at Board Meetings by Persons other than Governors

The Board may inform any person employed by the College that his or her presence is required at any meeting of the Board for the conduct of its business. Unless excused or excluded by the Executive Committee or the Director General, the Officers of the College shall be present at all Board Meetings. The right of persons other than governors to speak at Board meetings shall be determined by the Chair.

4.09 In Camera Meetings

Meetings of the Board of Governors shall be public. However, at any meeting, the Board may decide, by a majority of the members present, to hold the meeting in whole or in part, in camera or in public, notwithstanding the determination of the Chair. However, the deliberation and vote on agenda items ruled by the Chair to be subject to Article 12 of the Act shall be held in camera.

4.10 Information to the Community

For each meeting of the Board and subject to the time limits prescribed in 4.01 c) and 4.02 a), the Director of Corporate Affairs shall make the proposed agenda publicly available and within the same time limits forward the same to the various unions and employees' or students' associations of the College.

4.11 Majority Required for the Adoption of a Proposal

As per Article 14 of the Act, the Chair has the right to vote. In case of a tie vote at a sitting of the Board, the Chair has a casting vote.

Decisions of the Board are taken by a simple majority of votes by the members present and entitled to vote. An abstention shall be deemed to be a refusal to express an opinion and not a negative vote. Abstentions shall not be taken into account when calculating the simple majority. However, a proposal to amend or repeal a bylaw requires the affirmative vote of an absolute majority of the Board members in office and entitled to vote on the proposal in question.

4.12 Notice of Motion

A proposal to adopt, amend or repeal a bylaw must not be made during a meeting but requires a notice of motion which must be sent to the members with the notice of the meeting. Such notice must include the text of the bylaw proposed for adoption or, where applicable, the text of the proposed amendment.

4.13 Voting

Voting shall be by show of hands. A member may, however, request that a vote be taken by secret ballot; the Director of Corporate Affairs shall be responsible for counting the ballots. All votes shall be recorded indicating votes in favour, votes against and abstentions, if any.

No member may be represented at a Board meeting, nor vote, by proxy.

Unless a ballot is requested, a declaration by the Chair that a resolution has been adopted or defeated and which is recorded as such in the minutes constitutes prima facie evidence of the adoption or defeat of such resolution without requiring evidence of the number or percentage of votes registered.

A resolution may be adopted outside a meeting and shall have the same effect as if it had been adopted during a meeting provided that the written text of the resolution shall bear the signature of all the members in office at the time of adoption of the said resolution.

4.14 Recording of Dissent

Except upon a vote by secret ballot, any member present at a meeting shall be entitled to have his or her dissent as well as his or her name recorded in the minutes.

4.15 Minutes

Minutes of each Board meeting shall be kept by the Director of Corporate Affairs and include:

- the date, location and opening and closing times of the meeting;
- the names of the members present, a declaration of quorum and the agenda of the meeting;
- all proposals considered by the meeting including the amendments and sub-amendments as well as the preamble of any such proposal;
- the result of all votes.

Where applicable, the minutes shall also comprise:

- a mention of correspondence received;
- a brief summary of information sent;
- comments or arguments that the Board wishes to be minuted.

4.16 Adoption of Minutes

Unless decided otherwise by a Board resolution, the secretary shall be excused from reading the minutes before their adoption provided that a copy shall have been sent to each member at least five (5) calendar days before the meeting.

Upon adoption, the minutes shall be signed by the Director of Corporate Affairs and by the person who chaired the meeting at which they were adopted.

4.17 Procedure

Subject to the present bylaw, the Board may adopt rules of procedure to govern its meetings. Subject to such rules of procedures and to the provisions of the Act, Robert's Rules of Order (Robert, Henry M., Toronto: Tutor Press, 1978) shall apply to Board meetings.

Article 5 OFFICERS OF THE COLLEGE

5.01 List of Officers

The following are the officers of the College:

- a) the Chair
- b) the Vice-Chair
- c) the Director General
- d) the Academic Dean
- e) the Director of Facilities Management
- f) the Director of Human Resources
- g) the Director of Finance
- h) the Director of Student Services
- i) the Director of Information Systems and Technology
- j) the Director Corporate Affairs

5.02 Accountability

The Chair, the Vice-Chair and the Director General are directly accountable to the Board for the observance of the Act, of collective agreements and of the policy for management personnel, and of the bylaws of the College. All other officers of the College, within their respective areas of responsibility, are directly accountable to the Director General.

5.03 Plurality of Office

A person may hold more than one position as an officer, provided that the Chair and Vice-Chair are not the same person and that the Director General and the Academic Dean are not the same person, except as provided for under the Act.

5.04 Chair

As per Article 14 of the Act, the Board shall choose its Chair each year from among those members who are neither employees nor students . The Chair shall preside at meetings of the Board and fulfill any other function the Board may assign to him by Bylaw.

The Board shall elect a Chair at the last regular meeting of each fiscal year. The Board may, by resolution, declare the position of Chair vacant if the incumbent fails to attend three (3) consecutive regular meetings of the Board. In the case of a vacancy in the position of Chair, the Board must elect a replacement no later than at the first regular meeting of the Board following the vacancy.

The Chair of the Board, with the Director General, represents the College in its dealings with external organizations.

5.05 Vice-Chair

The Board shall elect a Vice-Chair at the last regular meeting of each fiscal year. The Board shall choose its Vice-Chair from among those members who do not form part of the staff or of the student body of the College.

The Board may, by resolution, declare the position of Vice-Chair vacant if the incumbent fails to attend three (3) consecutive regular meetings of the Board.

In the case of a vacancy in the position of Vice-Chair, the Board must proceed with the election of a replacement during the first regular meeting of the Board following the vacancy.

The Vice-Chair exercises the powers of the Chair in the case of the Chair's absence or inability to act or during any temporary vacancy in the office of the Chair.

5.06 Director General

As per Article 20 of the Act, the Board, after consultation with Senate, shall appoint a Director General and an Academic Dean for a period of not under three nor over five years. The Board may extend the term of office of the Director General and of the Academic Dean after taking advice of the Senate. The Director General shall

see to the carrying out of the decisions of the Board and of the Executive Committee.

The Director General;

- a) is the chief executive officer of the College;
- b) with the Chair, represents the College in its dealings with external organizations;
- c) under the authority of the Board:
 - oversees all planning for the College;
 - is responsible for overall budgetary control of the College;
- d) under the authority of the Executive Committee:
 - sees to the general administration of the College;
 - ensures the coordination of all College services and personnel;
- e) is responsible for and entrusted with the care of the records referred to in paragraph n), of clause 2.04 of the present bylaw;
- f) sees to the preparation of the annual report of the College;
- g) performs such other responsibilities as the Board shall assign to the Director General by bylaw or resolution.

5.07 Academic Dean

As per Article 20 of the Act, the Academic Dean shall deal with matters of an academic nature, he shall exercise the duties and powers of the Director General in the case of absence or inability of the latter.

Under the authority of the Director General, the Academic Dean:

- a) directs the academic affairs of the College;
- b) oversees the improvement and development of the academic life at the College;
- c) ensures the quality of education in the College;
- d) is responsible for the application of policies resulting from the regulations adopted by virtue of the Act and the bylaws of the College pertaining to matters of an academic nature;
- e) is responsible for and entrusted with the care of the records referred to in subparagraphs f), and k) of clause 2.04 of the present bylaw;
- f) performs other related duties assigned by the Director General;
- g) performs such other responsibilities as the Board shall assign to the Academic Dean by bylaw or resolution;

5.08 Director of Facilities Management

Under the authority of the Director General, the Director of Facilities Management:

- a) directs the College's technical planning concerning maintenance and repair of equipment;
- b) is responsible for the application of policies resulting from the regulations adopted by virtue of the Act and by the bylaws of the College pertaining to the management of facilities;
- c) keeps an up-to-date inventory of College buildings and equipment;
- d) keeps files and documentation pertaining to the management of College property;

- e) updates and carries out a preventive maintenance program for College buildings;
- f) ensures the upkeep, upgrading and replacement of College equipment within allocated financial resources;
- g) supervises the application of the College purchasing policies and procedures;
- h) performs other related duties assigned by the Director General;
- i) performs such other responsibilities as the Board shall assign to the Director of Facilities Management by bylaw or resolution.

5.09 Director of Human Resources

Under the authority of the Director General, the Director of Human Resources

- a) directs the human resource management of the College;
- b) ensures compliance by the College with all laws, regulations and labour agreements to which the College is a party relating to the hiring and working conditions of employees of the College;
- c) is responsible for the application of policies resulting from the regulations adopted by virtue of the Act and the bylaw concerning Human Resource Management;
- d) is responsible for, and entrusted with, the care of records referred to in subparagraphs g), h), i), and j) of clause 2.04 of the present bylaw;
- e) performs other related duties assigned by the Director General;
- f) performs such other responsibilities as the Board shall assign to the Director of Human Resources by bylaw or resolution.

5.10 Director of Finance

Under the authority of the Director General, the Director of Finance

- a) directs the budgetary planning activities of the College and sees to the preparation of annual budgets and financial reports;
- b) ensures the control and direction of the financial operations of the College;
- c) is responsible for the application of policies resulting from the regulations adopted by virtue of the Act and the bylaws of the College pertaining to the management of financial resources;
- d) keeps up-to-date account books in which receipts and expenditures of the College are entered;
- e) keeps vouchers reflecting the financial dealings of the College;
- f) is responsible for the preparation of cheques, drafts and other negotiable bills of exchange issued by the College;
- g) deposits money and other securities belonging to the College in any bank, credit union or trust company designated by resolution of the Board;
- h) is responsible for, and entrusted with, the care of records referred to in subparagraphs l), and m) of clause 2.04 of the present bylaw;
- i) performs other related duties assigned by the Director General
- j) performs such other responsibilities as the Board shall assign to the Director of Finance by bylaw or resolution.

5.11 Director of Student Services

Under the authority of the Director General, the Director of Student Services:

- a) directs the programs, activities and resources related to the animation, assistance, material and financial support of students;
- b) is responsible for the application of policies resulting from the regulations adopted by virtue of the Act and from bylaws of the College pertaining to student activities;
- c) is responsible for overseeing student conduct and discipline;
- d) represents the College in its dealings with the student association;
- e) performs other related duties assigned by the Director General;
- f) performs such other responsibilities as the Board shall assign to the Director of Student Services by bylaw or resolution.

5.12 Director of Information Systems and Technology

Under the authority of the Director General, the Director of Information Systems and Technology:

- a) is responsible for the overall management of all computing technology, information systems and related hardware and software;
- b) in collaboration with the academic sector, provides stability and resourceful leadership for teaching, learning and new orientation in pedagogy across the college in his/her area of expertise;
- c) ensures all members of the College community have secure access to the computer systems, hardware and software they need to fulfil their respective roles and responsibilities;
- d) provides management information systems to support the essential mission of the College along with information systems to support the administrative operations of the College;
- e) analyzes and anticipates new technology and information systems requirements and computer hardware and software needs for the College;
- f) leads, plans and develops on-going advancement in information technology;
- g) counsels the Director General and the other Directors in his/her area of responsibility;
- h) initiates and participates in the implementation of policies and procedures of the College;
- i) performs other related duties assigned by the Director General;
- j) performs such other responsibilities as the Board shall assign to the Director of Information Systems and Technology by bylaw or resolution.

5.13 Director of Corporate Affairs

Under the authority of the Board of Governors, the Director of Corporate Affairs:

- a) is responsible for the secretariat;
- b) calls meetings of the Board;
- c) assisted by the records clerk, if need be, prepares and signs, with the Chair of the Board, the minutes of the Board meetings and enters them in the Minute Book;
- d) calls meetings of committees of the Board when requested to do so;
- e) is responsible for the application of the Act respecting Access to documents held by public bodies and the Protection of personal information (CQLR, ch.A-2.1)

Under the authority of the Director General, the Director of Corporate Affairs:

- f) calls meetings of the Executive Committee;
- g) assisted by the records clerk, if need be, prepares and signs, with the Chair of the Executive Committee, the minutes of the Executive Committee meetings and enters them in the Minute Book;
- h) is responsible for the application of policies resulting from the regulations of the Government and the bylaws of the College pertaining to the preservation of documents and archives;
- i) is entrusted with the care of the College Seal, the archives and the papers and documents of the Board of Governors, the Executive Committee and the Committees of the Board;
- j) is responsible for and entrusted with the care of the records referred to in paragraphs a), b), c), d) and e), of clause 2.04 of the present bylaw;
- k) performs other related duties assigned by the Director General;
- l) performs such other responsibilities as the Board shall assign to the Director of Corporate Affairs by bylaw or resolution.

5.14 Removal from Office

Pursuant to the Act and the regulations thereunder, the Board of Governors may remove from office any officer of the College, by means of a resolution adopted by absolute majority of the Board members at a special meeting duly called for such purpose.

In the case of officers reporting to the Director General, the Board shall take into consideration the recommendation of the Director General prior to a vote on the resolution.

Acts of commission or omission contrary to the Act, the regulations of the Government or of the Minister, or the bylaws of the College constitute sufficient cause to remove from office, or dismiss, any officer of the College.

5.15 Delegation of Powers

In the case of a vacancy, the Board may, by resolution, delegate any or all of the powers of an officer, other than those of the Chair, Vice-Chair, Director General or Academic Dean, to any other officer of the College.

In the case of absence or inability to act, the Board may also, taking into consideration the provisions of the Act and the present Bylaw, appoint by resolution any other person to exercise the powers and responsibilities of an officer.

Article 6 EXECUTIVE COMMITTEE

6.01 Jurisdiction

As per Article 16 of the Act, the Executive Committee has jurisdiction over the ordinary administration of the College and shall exercise other powers as assigned by Bylaw.

The Executive Committee:

- a) recommends to the Board for adoption the annual management plan for the College submitted by the Director General;
- b) coordinates the execution of the general management plan and the annual plan;
- c) in matters related to personnel, exercises the powers described in Bylaw Number 4 concerning Human Resource Management of the College;
- d) in matters related to financial resources, exercises the powers described in Bylaw Number 5 concerning the Financial Management of the College;
- e) exercises the powers described in par. d) of article 6 of the Act with respect to long-term financing;
- f) approves modifications to the academic calendar;
- g) exercises such other powers as are delegated to it under Bylaw Number 1 of the College.

Article 12 of the Act applies to the proceedings of the Executive Committee.

6.02 Composition

As per Articles 16 and 19 of the Act, the Director General is an ex officio member of the Executive Committee and shall preside over it. The composition and the term of office of the members of the Executive Committee is determined by bylaw.

- a) The Chair, the Vice-Chair, the Director General and the Academic Dean shall be ex officio members of the Executive Committee. Three other Board members, two of whom shall be from among those members who do not form part of the staff or of the student body and one of whom shall be from those who do form part of the staff or of the student body of the College shall be elected during the last regular meeting of the Board of each fiscal year.
- b) The Director of Corporate Affairs of the College acts as Secretary of the Executive Committee. The Executive Committee may appoint another person to replace the Director of Corporate Affairs in case of absence or inability to act. In the case of a vacancy on the Executive Committee, the Board must proceed with the election of a replacement during the first regular meeting of the Board following the vacancy.

6.03 Vacancies

All members of the Executive Committee cease being so upon ceasing to be members of the Board. A member of the Executive Committee, other than an ex officio member, may resign by so informing the Director of Corporate Affairs in writing.

Notwithstanding any vacancy, the members of the Executive Committee remaining in office may continue to act so long as a quorum remains.

6.04 Meetings of the Executive Committee

a) Regular Meetings

The Executive Committee shall hold regular meetings on the dates and at the times that it sets either at the last regular meeting of each fiscal year or

at other times during the year. No notice of meeting is required for regular meetings.

b) Special Meetings

The Director General or two (2) members of the Executive Committee may call a special meeting. Notice of any special meeting shall be given by Director of Corporate Affairs at least twenty-four (24) hours before the meeting. Such notice may be given verbally or electronically.

c) Conference Calls

A regular or special meeting of the Executive Committee may take place by means of a conference call provided that:

1. all the participants are able to communicate with each other at the same time;
2. *mutatis mutandis*, all other provisions contained in the present bylaw regarding the notice of meetings and the running of meetings of the Executive Committee have been observed.

d) Attendance at Executive Committee Meeting

Executive Committee meetings are not public, however, Board members shall be entitled to attend meetings of the Executive Committee as observers and shall receive the same notice and agenda as regular members of the Executive Committee and, upon individual request, the documentation sent to regular members.

6.05 Quorum

The quorum for a meeting of the Executive Committee is four members.

6.06 Adoption of Minutes

Unless decided otherwise by resolution, the secretary shall be excused from reading the minutes before their adoption provided that a copy shall have been sent to each member with the agenda of the meeting. Upon adoption, the minutes shall be signed by the Director of Corporate Affairs and by the person who chaired the meeting at which they were adopted.

6.07 Concordance

Clauses 4.07, 4.08, 4.11, 4.13, 4.14, 4.15 and 4.17 of this bylaw apply *mutatis mutandis* to meetings of the Executive Committee.

6.08 Reporting to the Board

After each meeting of the Executive Committee, the Director General shall report on the proceedings at the following Board meeting. The Director of Corporate Affairs shall forward to all members of the Board a copy of the minutes of the Executive Committee with the subsequent Board package.

Article 7 AUDIT COMMITTEE

7.01 Jurisdiction

The Audit Committee:

- a) recommends the selection of an external auditor to the Board;
- b) meets with the external auditors to:
 - 1. discuss the scope and planning of the auditor's work;
 - 2. review the financial statements and auditor's report together with the auditor's observations and recommendations on internal controls;
- c) performs an in-depth review of the College's audited financial statements;
- d) makes recommendations to the Board concerning the annual financial reports, the auditor's report, the annual audit fees and, if appropriate, the College's internal control and practices.

7.02 Composition

The Audit Committee is composed of three members elected by the Board, of which at least two shall be from among those members who do not form part of the staff or of the student body of the College.

Elections shall be held during the last regular Board meeting of each fiscal year. The Audit Committee shall appoint its Chair.

7.03 Vacancies

In the event of a vacancy, the Board shall elect a replacement.

7.04 Meetings

Meetings are at the call of the Chair of the Audit Committee.

7.05 Quorum

The quorum for a meeting of the Audit Committee is two members.

7.06 Resource Persons

The Director of Finance or his/her delegate shall act, on request, as a resource to the Audit Committee.

Article 8 MANAGEMENT PLAN

8.01 Annual Management Plan

Each year, the Director General, pursuant to the Mission Statement, shall draw up a management plan of the principal activities that the College foresees in the current year.

The management plan includes the short-term goals assigned by the Board to the officers of the College and in particular to the Director General and the Academic Dean within the framework of Bylaw Number 3, which deals specifically with the evaluation of such officers.

The management plan shall be submitted to the Board for adoption.

Article 9 SIGNING OFFICERS AND LEGAL PROCEEDINGS

9.01 Signing Officers

Any contract or other document which requires the signature of the College shall be signed:

- according the Officer(s) or person(s) in the employ of the College designated by resolution of the Board; or
- according to the rules set forth in Bylaw Number 5 if there is a financial value involved; or otherwise
- by two (2) Officers.

However, the Board may, for specific purposes, designate by bylaw or resolution an officer or a person in the employ of the College to sign, alone or jointly with others, for and on behalf of the College, any contract or other document which requires the signature of the College.

9.02 Legal Proceedings

The Director of Corporate Affairs or any other person designated by the Director General shall be authorized to respond on behalf of the College, to any writ of execution, subpoena, judgment or order and to sign affidavits required for legal proceedings.

Article 10 PROTECTION OF BOARD MEMBERS

10.01 Protection and Compensation

Members of the Board of Governors shall be protected and indemnified in the following cases:

- a) for all expenses which may result from an action, lawsuit or proceeding taken, instituted or containing conclusions against them due to an act committed or permitted by them in the exercise of their functions as members of the Board or within a mandate conferred upon them by the Board;
- b) for all expenses incurred by a member in the course of business for which the member is duly mandated by the Board, except for the expenses incurred through willful negligence or omission on the part of member for which such member is responsible.

