

By-Laws of the University

Table of Contents

1.	INTERPRETATION	1
	1.01 Definitions	1
	1.02 Interpretation	1
2.	BUSINESS OF THE UNIVERSITY.....	2
	2.01 The Head Office	2
	2.02 Corporate Seal	2
	2.03 Execution of Instruments	2
	2.04 Cheques, drafts, Notes	2
	2.05 Bank Accounts	2
	2.06 Borrowing	2
	2.07 Fiscal Year	3
3.	CHANCELLOR AND VICE-CHANCELLOR	3
	3.01 Chancellor	3
	3.01 Vice-Chancellor	3
4.	BOARD OF GOVERNORS	3
	4.01 Number and Quorum	3
	4.02 Powers	3
	4.03 Terms of Office	4
	4.04 Eligibility for Re-appointment	4
	4.05 Non-eligibility for Re-Appointment	4
	4.06 <i>Ex Officio</i> Members	4
	4.07 Faculty Representation	4
	4.08 Student Representation	5
	4.09 Alumni Representation	6
	4.10 Annual and General Meetings	7
	4.11 Calling of Meetings	7
	4.12 Voting at Meetings	7
	4.13 Deciding Vote	7
	4.14 Polls	7
	4.15 Adjournment of meetings	7
	4.16 Conflict of Interest	7
	4.17 Attendance at Meetings	8
	4.18 Confidentiality	8
5.	EXECUTIVE MEMBERS OF THE BOARD OF GOVERNORS	8
	5.01 Chair of the Board	8
	5.02 Preside at Meetings	8
	5.03 Vice-Chair	8
	5.04 Secretary	9

6.	EXECUTIVE COMMITTEE	9
	6.01 Executive Committee	9
	6.02 Meetings	9
	6.03 Notice of Meetings	9
	6.04 Voting at Meetings	9
7.	OTHER COMMITTEES	9
	7.01 <i>Ad hoc</i> Committees	9
	7.02 <i>Ex Officio</i> Members of Committees	10
	7.03 Standing Committees	10
	7.04 Joint Committees	11
	7.05 Quorum	11
8.	OFFICERS	11
	8.01 President	11
	8.02 Vice-President (Academic)	11
	8.03 Vice-President (Finance and Administration)	11
	8.04 Dean of Students and Registrar	11
	8.05 Dean of Faculty	12
9.	SENATE	12
	9.01 Senate	12
10.	OTHER	12
	10.01 Amendments	12
	10.02 Effect	12

**St. Thomas University
Fredericton, NB
E3B 5G3**

By-laws of the University

The following shall be the By-laws of St. Thomas University (hereinafter called the “University”), incorporated by Special Act of the Legislative Assembly of New Brunswick, 1934, Chapter 45, and subsequently from time to time amended (hereinafter called the “Act”).

1. INTERPRETATION

Definitions

1.01 Definitions in this by-law and all other by-laws and resolutions of the University, unless the context otherwise requires:

“**Board**” means the Board of Governors of the University;

“**by-laws**” means this by-law and all other by-laws of the University;

“**external member**” means a member of the Board who is not employed by the University, is not a student and is not an Alumni representative.

“**meeting of members**” means an annual meeting of members of the Board or a general meeting of members of the Board;

“**staff**” means the persons employed by the University who are not faculty;

“**University**” means St. Thomas University

1.02 Interpretation This by-law, unless the context otherwise requires, shall be construed and interpreted in accordance with the following:

- (a) Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine; words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations;
- (b) 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;

- (c) In the event of any dispute, the intent or meaning of any word shall be that given to it by the Board, and
- (d) Any reference in this by-law to any statute shall, unless otherwise expressly stated, be deemed a reference to such statute as the same may from time to time be amended, restated, re-enacted or replaced.

2. BUSINESS OF THE UNIVERSITY

Head Office

2.01 The Head Office of the University shall be in the City of Fredericton in the County of York and Province of New Brunswick.

Corporate Seal

2.02 The Seal, an impression whereof is stamped in the margin hereof, is hereby adopted as the corporate seal of the University. The seal shall be kept in the custody of the President at the head office of the University and may be affixed to instruments in writing by any one of those persons hereafter authorized in Section 2.03 to execute instruments on behalf of the University.

Execution of Instruments

2.03 All undertakings, deeds, documents and instruments in writing executed by the University, whether under its corporate seal or not, shall be signed, when authorized by the Executive Committee, or by any two of the Chairperson of the Board, the President and the Secretary of the Board and all undertakings, deeds, documents and instruments in writing so signed shall be binding upon the University without any further authorization or formality.

Cheques, Drafts or Notes

2.04 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons whether or not officers of the University, and in such a manner as the Board of Governors may from time to time designate.

Bank Accounts

2.05 Bank Accounts may be kept in the name of the University with any incorporated bank or trust company in Canada or elsewhere, and all bills of exchange, cheques, promissory notes and hypothecations shall be made, drawn, signed, accepted, endorsed, or executed by such officers or other persons as may be designated by resolution of the Board of Governors.

Borrowing

2.06 The Board may from time to time:

- (a) borrow money upon credit of the University;
- (b) limit or increase the amount to be borrowed;
- (c) issue bonds, debentures, debenture stock or other securities of the University;

- (d) pledge or sell such bonds, debentures, debenture stock or other securities for such sums and at such price as may be deemed expedient;
- (e) mortgage, hypothecate or pledge the real or personal property or both including book debts and unpaid calls, rights, powers, undertakings and franchises of the University to secure any such bonds, debentures, debenture stock or other securities and any money borrowed for the purpose of the University.

Fiscal Year

2.07 The fiscal year of the University shall end on April 30th.

3. CHANCELLOR AND VICE-CHANCELLOR

Chancellor

3.01 The Roman Catholic Bishop of Saint John shall be the Chancellor of the University (the “Chancellor”) and shall be an ex-officio member of the Board of Governors of St. Thomas University (the Board) and shall serve as Chair of the Presidential Search Committee. The Chancellor shall assist the University in the securing and flourishing of its public reputation and shall assist at appropriate public functions. The Chancellor shall assist with important undertakings (such as lending his personal endorsement for fund-raising and public-relations activities) and confer prestige upon the University as a result of his personal reputation and his being a distinguished member of the community. The Chancellor shall also perform those duties which shall assist the University in the effective performance of its mandate.

Vice-Chancellor

3.02 The President shall be the Vice-Chancellor of the University and shall perform the duties of the Chancellor in the event of the absence or inability to act of the Chancellor or any vacancy in the office of Chancellor.

4. BOARD OF GOVERNORS

Number and quorum

4.01 The Board is the governing body of the University and shall consist of not more than twenty-five members, including *ex officio* members. At any meeting of the Board, a majority of the membership shall constitute a quorum.

Powers

4.02 Subject always to the provisions of the Act, the Board shall have full power and authority to regulate and manage the affairs of the University and carry out the purposes thereof, and in so doing may delegate all or any such power and authority to the Executive Committee as hereinafter in these by-laws provided.

Term of Office

4.03 Except as otherwise provided, the term of office of each external member of the Board shall commence on the date of his appointment by the Board and shall continue for a period ending on the first day of the month which is forty-eight months after the month in which such member was appointed.

Eligibility for Re-appointment

4.04 External members shall be eligible for re-appointment for a second term upon the expiration of his or her first term.

Non-eligibility for Re-appointment

4.05 Upon the expiration of an external member's second term, such member shall not be eligible for reappointment as a member of the Board for a period of one year thereafter.

Ex officio members

4.06 The Chancellor, the President and the Vice-President (Academic) of the University shall be *ex officio* members of the Board.

Faculty representation

4.07

- (a) Subject to the provisions of this regulation, the Faculty of the University may recommend to the Board three candidates from among their number, whom the members of the Board may select and appoint to the Board.
- (b) No person is eligible for nomination under this section unless that person is, on the date prescribed for the closing of nominations, a member of the faculty of the University and is tenured or who has a tenure-track appointment.
- (c) Members of the faculty of the University holding, on the date prescribed for election, a full-time position, only those members, are eligible to vote in an election conducted under this section.
- (d) An election shall be held within six months prior to the date prescribed for the commencement of the term of office but not later than the first day of September previous to that date.
- (e) Unless the Board provides otherwise, the vote may be taken by ballot box, by campus or by regular mail, or any combination of these, as the Secretary of the Board may determine.
- (f) Subject to the provisions of sub-section (g), the initial term of office of a member appointed by the Board in 2008 under this section shall commence on the date of appointment to the Board and shall continue for a period of one, two or three years from that date or to the 1st day of September nearest the expiration of the said period, whichever first occurs. Following the expiration of the initial terms as set out herein, the appointments shall be for a period of two years from the date of appointment or to the first day of September nearest the expiration of the two year period, whichever first occurs.

- (g) A faculty representative on the Board who ceases to be a member of the faculty ipso facto ceases to be a member of the Board.
- (h) The Secretary of the Board, or such other person as the Board may designate, shall, in every year in which an election for recommendation is to take place, prepare an alphabetical list, to be called the “faculty election register”, of the names and addresses of the members of the faculty who are entitled to vote at an election and the election register shall be open to inspection at all reasonable hours to all members of the faculty.
- (i) The Secretary of the Board, or such other person as the Board may designate, shall conduct all elections, and shall report the results of the election to the Nominating Committee for recommendation to the Board at the next meeting following the election.
- (j) In the event of only one candidate being nominated or only so many candidates being nominated as are required to be elected to the Board, such candidate or candidates shall be deemed to have been elected for recommendation.
- (k) In the event of more candidates being nominated than are required to be recommended to the Board, the candidates receiving the highest number of votes shall be deemed to have been elected for nomination, and, in the event of a tie in votes between candidates, the Board shall cast the deciding vote.
- (l) In the event of a vacancy occurring through death, incapacity or resignation, or because the member has ceased to be employed on the faculty of the University, that vacancy may be filled by an election for recommendation to complete the unfinished term.
- (m) Notwithstanding any other provisions of the bylaws or the Collective Agreement, persons who would be employees except that they are members of the Board of Governors shall be treated as if they are faculty members, as the case may be, for the purposes of the provisions of the Collective Agreement concerning professional responsibilities, evaluations, appointments, tenure, promotion, department heads, sabbatical leaves, leaves of absence, employment related expenses and research grants, and layoffs, except that they shall not be eligible to sit as employees on any committee established under those provisions.

Student representation

4.08 Student representation:

- (a) Subject to the provisions of this regulation, the student body of the University may recommend to the Nominating Committee two candidates elected from their number, whom the members of the Committee may select and recommend for appointment to the Board.
- (b) Eligible to stand for election is any bona-fide full-time student of the University, who places his name in nomination through a written document supported by the

bona-fide full-time students of the University, to be filed at the Students' Union Office not later than ten days before the date of the election.

- (c) An election shall be held by the student body.
- (d) Every full-time bona fide student of the University is eligible to vote.
- (e) In the event of only one candidate being nominated or only two candidates being nominated, each candidate or candidates shall be deemed to have been elected for recommendation.
- (f) In the event of more than two candidates being nominated to be recommended to the Board, the two candidates receiving the highest number of votes shall be deemed to have been elected for nomination, and, in the event of a tie in votes between candidates, the Board may cast the deciding vote.
- (g) The term of office of a student appointed by the Board shall commence on the date of his appointment by the Board and shall continue until the 1st day of September of the year following his appointment.

Alumni representation

4.09 Alumni representation:

- (a) Subject to the provision of this regulation, and subject to the By-laws of the Alumni Association, the Alumni Association of St. Thomas University may recommend to the Nominating Committee two candidates elected according to the constitution and by-laws of the Alumni Association of St. Thomas University, whom the members of the Committee may select and recommend for appointment to the Board.
- (b) The term of office of a member appointed by the Board under this provision shall commence on the date of his appointment by the Board and shall continue for a period ending on the first day of the month which is twenty-four months after the month in which such member was appointed.
- (c) In the event of a vacancy occurring through death, incapacity or resignation of a member appointed under this provision, that vacancy may be filled by the appointment, made by the Board, of a candidate chosen according to the constitution and by-laws of the Alumni Association of St. Thomas University to complete the unfinished term.

Annual and General Meetings

4.10 The Board shall meet on or about graduation day in May each year at such time and place as shall be determined by the Board. Such meeting shall constitute the annual meeting of the Board. The Board shall also hold at least three other meetings each year at such time and place as shall be determined by the Board. In addition, meetings of the Board may be held from time to time at the call of either the Chair, the President, or at the call of not less than one-third of the members of the Board.

Calling of Meetings

4.11 Notice of annual and other meetings of the Board shall be mailed to all members of the Board at least fourteen days before the day of the meeting. Any irregularity in the notice or calling of any meeting shall not invalidate any of the proceedings at such meeting provided there has been substantial compliance with the provisions of this section. The notice of meeting shall set out, as far as possible, the matters to be dealt with at such meeting.

Voting at Meetings

4.12 Each member (including *ex officio*) of the Board present at a meeting shall have one vote. Questions arising at any meeting of the Board, other than resolutions amending these by-laws, shall be decided by a majority of votes. No member of the Board may vote by proxy at any meeting of the Board.

Deciding vote

4.13 In the case of an equality of votes at any meeting, either upon a show of hands or upon a poll, the Chair at the meeting, in addition to his original vote, shall have a second or deciding vote.

Polls

4.14 Voting may be a show of hands unless a ballot is determined by any Board member. A declaration by the Chair that a resolution has been carried, and that an entry to that effect has been recorded in the minutes, shall be admissible as prima facie proof of that fact.

Adjournment of meetings

4.15 The Chair may, with the consent of a majority of those present at any meeting, adjourn the same to a fixed time and place and no advance notice of such adjournment need be given to the members of the Board. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.

Conflict of Interest

4.16 Each member of the Board shall faithfully discharge his or her duties and shall advise the Board of any matter that might constitute a conflict of interest between the duties of the member and any other interest or obligation. A member shall not participate in any discussions, deliberations or vote in relation to a matter of which that member has a conflict of interest. Each member of the Board shall conduct himself or herself with honesty, good faith, a sense of fairness and personal integrity and shall disclose any possible conflict of interest to the Board in a timely fashion. Following the disclosure to the Chair of a conflict of interest, the Board member with the declared conflict shall not attend or be involved in any Board discussion that may give rise to the conflict and the Board member with the declared conflict shall abstain from

any vote of the Board on the issue. (Please refer to Appendix A for the Conflict of Interest Guidelines.)

Attendance

4.17 A member of the Board who is absent for three (3) consecutive meetings of the Board shall, at the option of the Board, cease to be a member of the Board.

Confidentiality

4.18 In carrying out his or her duties and responsibilities, a Board member may come into possession or become aware of sensitive information of a private, confidential or proprietary nature relating to the University. Said information shall not be disclosed at any time by any means either during the member's term on the Board or after the completion of the term. (Please refer to Appendix B - *Confidentiality Policy*.)

5. EXECUTIVE MEMBERS OF THE BOARD OF GOVERNORS

Chair of the Board

5.01 The Chair shall be elected from among the external members of the Board. The Chair shall be elected for a two-year term and is eligible for re-election to a maximum of six continuous years. Notwithstanding Section 4.03 and 4.05, the term of the Chair may be extended to permit him or her to complete their term or the extension of their term.

Preside at Meetings

5.02 The Chair shall preside at all meetings of the Board and the Executive Committee as described herein. In the absence or inability of the Chair to act, the Vice-Chair of the Board shall preside. The Chair shall perform any or all duties customarily borne by a Chair as well as such other duties as may be assigned to the position by the Board.

Vice-Chair

The Vice-Chair shall be elected from among the external members of the Board. The Vice-Chair shall be elected for a term of two years and is eligible for re-election to a maximum of six continuous years. In the event of temporary vacancy in the office of the Chair, the Vice-Chair shall act as, and have all the powers of, the Chair. Notwithstanding Section 4.03 and 4.05, the term of the Vice-Chair may be extended to permit him or her to complete their term or the extension of their term.

Secretary

5.04 The Board shall appoint a Secretary from among their number. It shall be the duty of the Secretary to keep accurate minutes of the meetings of the Board and the Executive Committee as described herein, and to forward copies of such minutes and notices of meetings to each member of the Board. The Secretary shall give or cause to be given, notice for all meetings of the Board and its committees, if any, when directed to do so.

6. EXECUTIVE COMMITTEE

6.01 The Board shall establish an Executive Committee (Appendix C) which shall coordinate the work of all other Committees of the Board, advise the Board, generally make recommendations to the Board on matters not in the purview of other committees, set agenda for meetings of the Board, and act for the Board on occasions and in circumstances where such authority has been delegated.

Meetings

6.02 The Executive Committee shall meet at least once a month for ten months of the year at the call of the Chair at such place or places as shall be determined by the Chair. The Chair shall call a special meeting of the Executive Committee upon the requisition of three members thereof.

Notice of Meetings

6.03 Notice of meetings of the Executive Committee shall be mailed to all members thereof at least seven days before the day of the meeting, unless otherwise agreed to by the members. Any irregularity in the notice or the calling of any meeting shall not invalidate any of the proceedings at such meeting, provided there has been substantial compliance with the provisions of this section.

Voting at Meetings

6.04 Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes. In case of an equality of votes, in addition to his original vote, the Chair of the meeting shall have a second or deciding vote.

7. OTHER COMMITTEES

***Ad hoc* Committees**

7.01 The Board may appoint standing or special committees for any purpose which it may deem proper and shall define the duties and powers of any committee so appointed. It shall appoint a Board member to serve as Chair for each such committee and whose term of office shall be at the pleasure of the Board. The Board may appoint to any such committee any persons whether or not they are members of the Board.

***Ex officio* Members of Committees**

7.02 The Chair of the Board, the President, and the Chancellor shall be *ex officio* members of each such committee.

Standing Committees

7.03 The following shall be the standing committees of the Board:

- (a) **Compensation Committee** (Appendix D): The Board shall establish a Compensation Committee which shall review and determine the President's compensation and shall conduct a review of the President's

performance from time to time and when required. The Committee shall also review and determine the compensation for any Vice-President.

- (b) **Finance Committee** (Appendix E): The Board shall establish a Finance Committee which shall, review and oversee policy in respect of the financial resources of the University, review the budget of the University and recommend approval or changes to the budget, review transfers of funds from the University, maintain an overview of fundraising and development for the University and maintain an overview of investments of the University.
- (c) **Governance Committee** (Appendix F): The Board shall establish a Governance Committee which shall be responsible for ensuring the adequacy and currency of the governance structure of the Board.
- (d) **Human Resources Committee** (Appendix G): The Board shall establish a Human Resources Committee which shall,
 - (i) Review and oversee policy with respect to employee relations and contractual arrangements with employee groups and individuals, including such matters as tenure, sabbaticals, and grievances; and
 - (ii) Assess committee-related interests of Board members to ensure that positions on all standing and ad hoc committees are filled, and provide information to committee members as required.
- (e) **Nominating Committee** (Appendix H): The Board shall establish a Nominating Committee which shall be responsible for the nomination, recruitment and training of Board members.
- (f) **Committees - General:** Each committee referred to herein shall have at least three members of the Board on the committee. These committees may, except for in camera meetings, permit resource and other persons to attend committee members on a continuing or on a topic-specific basis from time to time to provide information or advice, provided that such persons are non-voting participants at the committee.
- (g) **Committees – Responsibilities and Membership:** Each committee shall meet as often as necessary to carry out its assigned responsibilities, but not less than once in each of the fall and winter terms. Each committee shall report to the Board as often as is necessary to keep the Board informed with respect to the work of the committee, but not less than once a year.

Joint Committees

7.04 The Board may appoint members to committees which are joint committees of the Board, Senate, and/or students.

The joint committees shall be:

- (a) joint Board-Senate committee established for Honorary Degrees;
- (b) joint Board-Senate committee on the Growth and Future of St. Thomas University.

Quorum

7.05 At any meeting of a committee, a majority shall constitute a quorum.

8. OFFICERS

President

8.01 The President is the Chief Executive Officer of the University and has general responsibility for managing and directing all academic, financial and administrative programs in keeping with the University's mandate. He is ex officio Chair of the Senate.

Vice-President (Academic)

8.02 The Vice-President (Academic) shall act for the President in his absence or inability and perform all additional duties and have such powers as may from time to time be assigned to him by the Board or by the President within its or his powers of delegation.

Vice-President (Finance and Administration)

8.03 The Vice-President (Finance and Administration) is responsible for the development of policies, procedures, and systems to ensure efficient management of the University's financial, physical and human resources.

Dean of Students and Registrar

8.04 The Dean of Students and Registrar shall have such powers and perform such duties as may be assigned to him by the Board, or by the President, or by the Senate and, until provision is otherwise made, the Dean of Students and Registrar is the Secretary of the Senate.

Dean of Faculty

8.05 The Dean of Faculty shall perform all duties and have such powers as may from time to time be assigned to him by the Board or by the President or by Senate and shall act for the Vice-President (Academic) in his absence or incapacity.

Other Officers

8.06 The Board may appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

9. SENATE

9.01 The Senate consists of the President, Vice-President (Academic), the President of the University of New Brunswick or his delegate, the President of the faculty association (FAUST) of the University or a delegate named from the association's executive committee to represent him, the Dean of Students and Registrar, the Dean of Faculty, and the Assistant Vice-President (Research), the heads of department, three members elected from and by the faculty, the three elected faculty members on the Board of Governors, and three students elected from and by the students. To this body is entrusted the internal academic regulations of the University, subject to the approval of the Board.

10. OTHER

Amendments and Effect

Amendments

9.02 These by-laws may be amended or repealed and additional by-laws passed and adopted by the Board but only after and not until due notice thereof shall have been given by letter mailed to all members of the Board to their respective post office addresses lodged with the Secretary at least three weeks before the day of the meeting at which the same are to be considered; but no such amendment, repeal or additional by-laws shall take effect or be duly passed unless and until approved by a vote of at least two-thirds of the members of the Board present at the meeting at which the same is considered.

Effect

9.03 All by-laws of the University previously made and adopted are hereby repealed, but no act, thing, document or deed voluntarily done, made or executed or resolution heretofore passed and not rescinded under any by-law hereby repealed prior to the coming into force of these by-laws shall be prejudiced or invalidated by the repeal of such by-law.

February 14, 2009