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**PROCEDURAL BY-LAWS OF THE BOARD OF GOVERNORS OF THE
CANADORE COLLEGE OF APPLIED ARTS AND TECHNOLOGY**

A by-law relating generally to the conduct of the affairs of THE BOARD OF GOVERNORS OF THE CANADORE COLLEGE OF APPLIED ARTS AND TECHNOLOGY.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE BOARD OF GOVERNORS OF THE CANADORE COLLEGE OF APPLIED ARTS AND TECHNOLOGY (hereinafter called the "Corporation") as follows:

HEAD OFFICE

1.0 The Head Office of the Corporation shall be in the City of North Bay in the District of Nipissing in the Province of Ontario (and at such place therein as the governors may from time to time determine).

SEAL

2.0 The seal, an impression whereof is stamped immediately to the left hereof, shall be the corporate seal of the Corporation.

GOVERNORS

3.0 Board of Governors. The affairs of the Corporation shall be managed by a board of seventeen governors, (12 external appointed governors, 4 internal elected governors, and President), who shall be appointed in the manner provided in the regulations promulgated by the Ministry responsible for Colleges pursuant to the Ontario Colleges of Applied Arts and Technology Act, 2002 and the President of the Corporation (who shall for the purposes of the said regulations be regarded as "the President of the College") shall be a member of the Board of Governors.

3.1 Election of Internal Governors. The internal governors shall comprise one student, one academic staff member, one administrative staff member and one support staff member, each of whom shall be elected by their constituent group in accordance with procedures established by the Board of Governors, which shall be set out in a By-law of the Board of Governors.

4.0 Vacancies. Vacancies on the Board of Governors, however caused, shall be filled in the manner provided in the regulations promulgated by the Minister of Training, Colleges and Universities pursuant to the Ontario Colleges of Applied Arts and Technology Act, 2002.

5.0 Chair and Vice Chairs. The Board of Governors at its last regular meeting of the appointment year, shall elect annually, from among its eligible members as defined by the Ontario Colleges of Applied Arts and Technology Act, 2002, a Chair and two Vice Chairs. The new Chair and Vice Chairs will assume these duties at the beginning of the new appointment year. A member of the Board of Governors is limited to four successive terms of one year each as Chair of the Board.

6.0 Quorum. A quorum for a board of governors meeting is not less than two-thirds of the total board membership. Except as otherwise required by law, the Board of Governors may hold its meeting at such place or places as it may from time to time determine. (Res. #72-03 - June 17, 2003)

7.0 Meetings. Regular meetings of the Board will normally convene at 7:00 p.m. and will adjourn by 10:00 p.m. unless a motion is passed to extend the meeting. On special occasions, the Chair, in consultation with Vice Chairs or President, may elect to conduct the regular meeting of the Board at an alternate time. The meeting will not extend beyond a three-hour limit unless a motion is passed approving the extension. The date of the next regular meeting of the Board will be announced by the Chair at each meeting of the Board. On special occasions, the Chair, in consultation with the Vice Chairs and the President, may elect to conduct the regular meeting of the Board at an alternate time. Members of the Board will be given as much advance notice as possible, but never less than 48 hours if the date and/or time of the regular Board meeting must be changed.

8.0 Notice of Meetings.

8.1.0 Written or printed notice of all meetings of the Board, together with the agenda and reports to be considered by the Board, shall be transmitted by the Secretary to the address of each member of the Board, by courier at least 48 hours before the time of the meeting, or by depositing such notice in the mails at least 96 hours before the time of the meeting.

8.1.1. Special meetings of the Board shall be held at the call of the Chair, or by the written request of four members of the Board made to the Chair, or, in the Chair's absence, to a Vice Chair, or the President.

8.1.2. Notice of special meetings may be affected by telephone to the place of business or residence of all members of the Board.

8.1.3 Notice of all meetings of the Board shall be given to the public by posting the schedule of meeting dates on the college website concurrent with the giving of such notice to the governors.

8.1.4 Regular items on the agenda for each regular meeting shall be Chair's Report, President's Report, Requests for Future Agenda Items for presentation to the Board at a later date, acceptance of previous Board minutes and acceptance of agenda.

9.0 Errors in Notice. No error or omission in giving such notice for a meeting of governors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any governor may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

10.0 Disclosure of Conflict of Interest. The governors must comply with the Minister's Binding Policy Directive on Conflict of Interest or required by law. At the opening of each meeting, the Chair shall ask for disclosures of any actual, potential or perceived conflicts of interest of any governor relating to any agenda item in accordance with the Minister's Binding Policy Directive on Conflict of Interest. Any such declared conflicts shall be recorded in the minutes.

11.0 Voting. Questions arising at any meeting of governors shall be decided by a majority vote. All votes at any such meeting shall be taken by ballot if so demanded by any governor present but if no demand be made the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. In the absence of the Chair his/her duties may be performed by a Vice Chair or such other governor as the Board may from time to time appoint for the purpose.

12.0 Rules of Order

12.1.0 The Chair and the President both have the same voting privileges as other Board members.

12.2.0 A motion to reconsider a motion is acceptable under the following conditions:

12.2.1 A notice to reconsider a motion shall be moved by any member and shall be presented at the committee or regular Board meeting at which the original motion was discussed and shall be given at least one meeting in advance of its discussion.

12.2.2 The motion to reconsider is not debatable.

12.2.2 Once notice to move to reconsider is given, no action will be taken on the original motion.

12.2.4 No motion may be reconsidered more than once.

12.2.5 The motion to reconsider cannot be reconsidered.

12.3.0 Upon the request of any member made prior to the taking of a vote, a recorded vote shall be taken on any motion.

12.4.0 In instances where rules and procedures are not specifically designated within this by-law, reference shall be made to "Parliamentary Procedure at a Glance" by O. Garfield Jones.

13.0 Delegations to Board of Governors. Delegations will be heard by the Board of Governors at any of its regular meetings, subject to the following:

13.1.0 Delegations to the Board of Governors must make their request, in writing, to the Secretary of the Board, at least 48 hours prior to the meeting. The Secretary, after consultation with the Chair, or a Vice Chair, and President, shall respond to

Delegations to Board of Governors (continued)

the delegation prior to the meeting. Exceptions to the 48-hour notice may be made if agreed to by the Chair, a Vice Chair, and the President.

- 13.2.0 Delegations will be limited to a maximum of forty-five minutes each.
- 13.3.0 A delegation may make an oral or written presentation to the Board and may be questioned by the Board of Governors in regard to the presentation.
- 13.4.0 Individuals or groups appearing before the Board shall be welcomed by the Chair, informed as to availability of time, and permitted to make the presentation without interruption. Following the presentation, the Chair shall invite the governors to ask questions for further clarification. As soon as all points have been clarified, the Chair shall close the presentation by thanking the delegation and indicating that the matter will be considered by the Board. Through a spokesperson or someone named by the delegation, the delegation will be informed of any action taken by the Board pertinent to the presentation. The matter shall thereafter be directed to the appropriate committee for further consideration.

14.0 Committees

14.1.0 Committee of the Whole.

14.1.1 The Board of Governors will undertake its committee work through a single Committee of the Whole. The Committee of the Whole will meet once a month through the period September to June and may meet at other times at the call of the Chair of the Board.

The Chair of the Board of Governors may Chair the Committee of the Whole or may delegate that role to a member of the Executive Committee.

All rules of the Board shall be observed in Committee of the Whole so far as applicable.

Items for consideration in Committee of the Whole shall be identified as such in regular meetings of the Board or by the Executive Committee. The focus of work in Committee of the Whole will be to discuss, scope and frame issues prior to topics being moved forward to Board meetings for review and decision.

14.1.2 The proceedings of the Committee of the Whole shall be recorded and made public except for those items designated as "in camera". "In camera" items are such items as individual personnel matters, strategic labour relations, real and personal property transactions, litigation in which the Corporation is involved and other matters which by their nature require confidentiality so as to preserve the legitimate interests of the Corporation. Matters of a personal nature concerning an individual will normally be considered "in camera" unless such individual requests and the Board agrees that the matter may be discussed in public. The decision to move items "in camera", other than those dealing with the traditional categories of legal, personnel and property listed above, shall require the support of two-thirds of the present quorum. All governors shall keep all information, discussions and proceedings at "in camera" sessions of the Board strictly confidential.

Committee of the Whole (continued)

14.1.3 The number of times of speaking on any question shall not be limited.

In Committee of the Whole, a member may move that the Committee rise and report progress by way of recommendations to the Board. A resolution to rise and report shall be decided without debate.

A report or recommendation from the Committee of the Whole may, before its adoption, be amended by a majority of the Board without going back into Committee of the Whole for that purpose.

14.2.0 Executive Committee

An Executive Committee of the Board will support the operations of the Board and will be responsible for

- scheduling of Board meetings and agenda topics
- agenda planning
- addressing internal and external communications issues and other matters related to Board operations.
- tracking the implementation of Board resolutions.

The Executive Committee is not a decision-making body.

The Executive Committee shall be comprised of the Board Chair, the two Vice Chairs, the President and two external members of the Board at large; members at large shall be appointed by the Board for one-year terms.

14.3.0 Other Committees

14.3.1 The Board of Governors may, from time to time, appoint committees, consisting of such persons as may from time to time be appointed members thereof by the Board, to study and recommend on particular topics of strategic importance. These committees may include individuals who are not members of the Board of Governors.

The Board may fill any vacancies occurring from time to time in such committees and may abolish and from time to time reappoint any such committee.

14.3.2 If required by the Board, minutes of the proceedings of any such committee shall be kept in a book or books for that purpose, which shall always be open for the inspection of any Governor. The minutes of each meeting of any such committee shall be read and approved, or amended, at the following Board meeting.

Any such committee so appointed may meet for the transaction of business, adjourn, and otherwise regulate its meetings as it thinks fit. The Chair or a Vice Chair of the Board shall be a member of each committee and a quorum shall constitute a simple majority of the members. Questions arising at any meeting of a committee shall be decided by a majority of votes.

15.0 Powers. The Board of Governors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation in its name any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the Corporation is authorized to exercise and do, as provided by any applicable statute or law.

Without in any way derogating from the foregoing, the Board of Governors is expressly empowered from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property movable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as it may deem advisable.

16.0 Remuneration of Governors. The governors of the Corporation shall serve without remuneration and no governor shall directly or indirectly receive any profit from his position as such; provided that a governor may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

17.0 Indemnities to Governors. Every governor of the Corporation and his/her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

17.1.0 All costs, charges and expenses whatsoever which such governor sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her or about the execution of the duties of his/her office;

17.2.0 All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

18.0 Protection of Governors and Officers. No governor or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other governor or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own wrongful and willful act or through his/her own wrongful and willful neglect or default.

The governors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been

Protection of Governors and Officers (continued)

submitted to and authorized or approved by the Board of Governors. If any governor or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a governor or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation the fact of his/her being a governor or officer of the Corporation shall not disentitle such governor or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

19.0 Disclosure of Interests in Contracts. Every governor of the Corporation who is in any way directly or indirectly interested in a proposed contract or a contract with the Corporation shall declare his/her interest at a meeting of the governors of the Corporation. In the case of a proposed contract, the declaration required by this section shall be made at the meeting of the governors at which the question of entering into the contract is first taken into consideration or, if the governor is not at the date of that meeting interested in the proposed contract, at the next meeting of the governors held after he/she becomes so interested, and, in a case where the governor becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the governors held after he/she becomes so interested. For the purposes of this section, a general notice given to the governors of the Corporation by a governor to the effect that he/she is a shareholder of or otherwise interested in any other company, or is a member of a specified firm and is to be regarded as interested in any contract made with such other company or firm, shall be deemed to be a sufficient declaration of interest in relation to a contract so made, but no such notice is effective unless it is given at a meeting of the governors or the governor takes reasonable steps to ensure that it is brought up and read at the next meeting of the governors after it is given. If a governor has made a declaration of his/her interest in a proposed contract or contract in compliance with this section and has not voted in respect of the contract, he/she is not accountable to the Corporation or to any of its members or creditors for any profit realized from the contract, and the contract is not voidable by reason only of his/her holding that office or of the fiduciary relationship established thereby. Notwithstanding anything in this section, a governor is not accountable to the Corporation or to any of its members or creditors for any profit realized from such contract and the contract is not by reason only of his/her interest therein voidable if it is confirmed by a majority of the votes cast at a general meeting of the members duly called for that purpose and if his/her interest in the contract is declared in the notice calling the meeting.

20.0 Removal of Governors. The Board may remove a governor (other than the President) from the Board by a resolution of the governors passed pursuant to paragraph 19.1 below) if:

- the governor has failed to attend, without a leave of absence granted by the Board of Governors, at least fifty percent (50%) of the regular meetings of the Board of Governors in any twelve (12) month period or four (4) consecutive meetings of the Board of Governors;
- a governor becomes a mentally incompetent person as defined in section 29 of the Interpretations Act as amended from time to time or any successor legislation;
- the governor has neglected or refused to participate on committees of the Board of Governors and/or to contribute to effective discussion and decision-making at the Board of Governors;

Removal of Governors (continued)

- the governor has failed to comply with the Minister's Binding Policy Directive on Conflict of Interest;
- the governor has failed to maintain the confidentiality of any and all information, discussions or proceedings at meetings of the Board of Governors that were closed to the public;
- the governor has failed to observe and perform the governor's fiduciary duty to the college in that the governor has not acted with honesty, in good faith and in the best interests of the Corporation;
- the governor has, in the opinion of the Board of Governors, committed one of the following grounds of misconduct and in consequence would, if such governor were to continue as a governor, adversely affect the image and/or operations of the Board of Governors or of the college:
 - ⇒ harassment (including activities that would constitute harassment under college policies);
 - ⇒ violence (including activities that would constitute violence under college policies);
 - ⇒ conviction of a criminal offence;
 - ⇒ conduct unbecoming of a governor; or
 - ⇒ discrimination as defined under the Ontario Human Rights Code (including activities that would constitute discrimination under college policies).

20.1 Procedure for Removal. Prior to the Board of Governors voting to remove a governor, the Chair or a Vice-Chair shall discuss the matter with such governor to explain why the removal is being considered and to seek a satisfactory explanation of or solution to the alleged grounds for removal. If the discussions do not result in a satisfactory explanation or solution, the matter shall be brought to the Board of Governors at a meeting which is closed to the public, and the Board of Governors shall determine by resolution, passed by at least two-thirds (2/3) of the votes cast, whether such governor is to be removed. The notice for such meeting shall specify the intention to pass a resolution removing such governor and the grounds for removal. Such governor shall be given an opportunity to respond to the grounds for removal by addressing the Board of Governors at such meeting, but is to refrain from voting. Such governors shall be clearly notified in writing of the final consideration and decision of the Board of Governors and any action that will be taken.

20.2 Appeal from Removal. Any person who is removed as a governor from the Board of Governors may apply to the College Compensation and Appointments Council ("the Council") to review the decision to remove the person from the Board. As provided in the Regulations, the Council's review shall be subject to the following:

(a) The Council's review is limited to determining whether the removal was for a reason set out in this By-law and in accordance with the procedure established in this By-law and does not include a review of whether the Board was correct in removing a governor from the Board; and

(b) The decision of the Council on whether the decision of the Board was made for a reason set out in this By-law and in accordance with the procedure established in this By-law is final and binding.

OFFICERS

21.0 Officers. There shall be a Chair, two Vice Chairs, a President, a Secretary and a Treasurer, or in lieu of a Secretary and Treasurer, a Secretary-Treasurer, and such other officers as the Board of Governors may determine by resolution from time to time. Only the offices of Secretary and Treasurer may be combined. In default of an election of a Chair and two Vice Chairs, as provided for under Article 5, the then incumbents, being members of the Board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the Board and, in the absence of written agreement to the contrary; the employment of all officers shall be settled from time to time by the Board.

21.1 Remuneration and Removal of Officers. The governors may, in accordance with, and subject to the obtaining of such approvals as may be required by any applicable statutory provision, fix the remuneration (if any) to be paid to the officers of the Corporation. All officers in the absence of agreement to the contrary shall be subject to removal by resolution of the Board of Governors at any time with or without cause.

22.0 Chair.

22.1 The Chair shall preside over and preserve order at all meetings, whether meetings of the Board, or meetings of Committee of the Whole Board. He/she shall decide all questions of order, subject to an appeal of his/her ruling of the Board.

22.2 The Chair shall submit the appeal to the Board as follows: "Shall the decision of the Chair be sustained," and the decision of the Chair shall be deemed to be sustained unless overruled by a two-thirds vote of the members present.

22.3 The Chair shall not take part in any debate unless he/she first leaves the chair and shall not resume the chair until that debate is concluded.

23.0 Vice Chair. The Vice Chair, or if there be more than one Vice Chair, the Vice Chair designated by the Board of Governors for that purpose, shall have such powers and perform such duties as may be assigned to him/her by the Board of Governors, and in the absence or inability or refusal to act of the Chair, shall perform all the duties and have all the powers of the Chair and if a Vice Chair, or such other governor as the Board of Governors may from time to time appoint for the purpose, performs any such duty or exercises any such power, the absence, inability or refusal to act of the Chair, shall be presumed with reference thereto.

24.0 Secretary. The Secretary shall be ex-officio clerk of the Board of Governors. He/she shall attend all meetings of the Board of Governors and committees thereof and record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall give all notices required to be given to governors. He/she shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he/she shall deliver up only when authorized by a resolution of the Board of Governors or by-law, to do so and to perform such other duties as may from time to time be determined by the Board of Governors.

- 25.0 Treasurer.** The Treasurer, or person performing the usual duties of a treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such banks as may from time to time be designated by the Board of Governors. He/she shall disburse the funds of the Corporation under the direction of the Board of Governors, taking proper vouchers therefor and shall render to the Board of Governors at the regular meetings thereof or whenever required of him/her, an account of all his/her transactions as Treasurer, and of the financial position of the Corporation. He/she shall cooperate with the auditors of the Corporation during any audit of the accounts of the Corporation and shall also perform such other duties as may from time to time be determined by the Board of Governors.
- 26.0 President.** The Board of Governors shall appoint a President and may delegate to him/her full authority to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the Board of Governors) and to employ and discharge agents and employees of the Corporation or may delegate to him/her any lesser power. He/she shall conform to all lawful orders given to him/her by the Board of Governors of the Corporation and/or by the Chair thereof and shall at all reasonable times give to the governors or any of them all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by the President shall be subject to discharge by the Board of Governors.
- 27.0 Other Officers.** The duties of all other officers of the Corporation shall, subject to the provisions of any applicable statute or regulation, be such as the terms of their engagement call for or the Board of Governors requires of them.
- 28.0 Vacancies.** If the office of the Chair, Vice Chairs, Secretary, Treasurer, or President, or one or more of them, shall be or become vacant by reason of death, resignation, disqualification or otherwise, the governors may elect or appoint an officer to fill each vacancy.
- 29.0 Delegation of Duties of Officers.** In case of the absence or inability to act of the Chair, a Vice Chair or any other officer of the Corporation or for any other reason that the governors may deem sufficient, the governors may delegate all or any of the powers of such officer to any other officer or to any governor for the time being, where the governor is eligible as defined by the Ontario Colleges of Applied Arts and Technology Act, 2002.
- 30.0 College Council.** The Board of Governors shall establish an advisory college council called the "College Council" for the purpose of providing a means for students and staff of the college to provide advice to the President of the college on matters of importance to students and staff. The Board of Governors shall pass a By-law that shall establish the structure, composition, terms of reference and procedures for the College Council.
- 31.0 Program and Other Advisory Committees.** The Board of Governors shall appoint advisory committees for each program of instruction offered by the college and such other advisory committees as it deems advisable from time to time. Each such advisory committee shall elect its own chair for a term of one (2) years and he/she shall be eligible for reappointment. Each advisory committee shall make recommendations to

Program and Other Advisory Committees (continued)

the Board of Governors regarding programs of instruction and the introduction of new programs of instruction. The Board of Governors will pass a By-law that will establish the structure, terms of reference and procedures for program advisory committees.

EXECUTION OF DOCUMENTS

32.0 Cheques, Drafts, Notes, etc. 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 Corporation, and in such manner as the Board of Governors may from time to time designate by resolution.

33.0 Execution of Contracts, etc. Contracts, documents or instruments in writing required to be signed by the Corporation may be signed by the Chair or a Vice Chair together with the President or the Treasurer, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Governors is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The corporate seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board of Governors.

The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of the property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

In particular without limiting the generality of the foregoing, the Chair or a Vice Chair together with the President or the Treasurer are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation in its individual capacity or any other capacity or as trustee or otherwise and to sign and execute (under the corporate seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Governors may at any time by resolution direct the manner in which, the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

34.0 Books and Records. The governors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept. By-laws of the Board of Governors will be available to the public through the College website.

35.0 Amendment to the By-Law. No amendment to this By-Law shall be made unless due notice thereof, in writing, setting forth the proposed amendment, shall have been given at a meeting previous to that at which the same is considered and a two-thirds majority of all members of the Board of Governors vote therefor.

36.0 Interpretation. In these by-laws and in all other by-laws and special resolutions of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number as the case may be, and vice-versa, and references to persons shall include firms and corporations.

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Appendix A: College Council of Canadore College By-Law

Appendix B: Election of College Constituent Groups to the Board of Governors By-Law

Appendix C: Program Advisory Committees of Canadore College By-Law