

**GENERAL BY-LAW NO. 1
OF THE
TORONTO SCHOOL OF THEOLOGY**

Amended October 28, 2013

*Amendments as of April 28, 2014, indicated with * to be ratified at AGM 2014:
Article V, Section 1; Article VI, Section 5; Article IX, Section 1, paragraph a*

PREAMBLE

The Toronto School of Theology (“TST”) is a consortium established by seven theological institutions in order to promote cooperation in all appropriate ways among themselves and with other educational institutions in Ontario. TST binds these member institutions closely together in the service of a common cause. At the same time, its theological vigour depends on the strong maintenance of the Christian traditions the respective institutions represent, for the sake of students both within and outside those traditions.

ARTICLE I

NAME

The name of the Corporation shall be The Toronto School of Theology and is sometimes hereinafter referred to as “the School”, or as “TST”.

ARTICLE II

PURPOSE

The Toronto School of Theology and its Member Institutions are committed to prepare people for various forms of ministry in church, academy, and society in an ecumenical context. To this purpose:

- a) It maintains a number of Advanced Degree programs, administering them centrally but making use of the resources of the Member Institutions.
- b) It coordinates the Basic Degree programs of the various Member Institutions, maintaining structures that facilitate the wide sharing of resources and common parameters within which these programs are to function.
- c) It coordinates programs of Continuing Education for clergy and laity.
- d) It provides, as appropriate, services ancillary to the above, and other forms of outreach.
- e) In all of its endeavours it seeks to foster ecumenical interchange, education for wholeness, and the bonds of genuine community.

ARTICLE III

Section 1: Head Office

The Head Office of the Corporation shall be in the Municipality of Metropolitan Toronto in the Province of Ontario and at such place therein as the Board of Trustees may from time to time determine.

Section 2: Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

ARTICLE IV

MEMBERS OF THE CORPORATION

Section 1: Member Institutions

The following shall be the Members of the Corporation:

1. Emmanuel College of Victoria University
2. University of St. Michael's College
3. Knox College
4. St. Augustine's Seminary of Toronto
5. University of Trinity College
6. Regis College
7. Wycliffe College

In this By-law, the Members may be known as "Members", "Founders" or "Founding Members".

Section 2: Classes of Membership

The Members may create one or more classes or groups of Members, establish conditions for membership and the manner of withdrawing from a class or group or transferring membership to another class or group, any conditions of transfer, and the conditions in which membership in a class ends. At least one class of Member shall have a right to vote at meetings of Members.

A. Affiliate Class

i) Members of the Class

The following shall be the members of this class:

1. Conrad Grebel University College
2. Huron University College
3. Institute for Christian Studies
4. Waterloo Lutheran Seminary

In this By-law, Members of this Class shall be known as Affiliates.

ii) Qualifications for Membership

An Affiliate is an institution whose aims correspond with or complement the purposes of The Toronto School of Theology but which is not a full voting Member. The terms of participation of an Affiliate Member shall be defined by an agreement made by the Affiliate Member and The Toronto School of Theology.

iii) Admission to Membership

The Board of Trustees may admit an applicant to membership in this Class of Members on the unanimous vote of the seven Founder Members and a two-thirds vote of the remaining Members of the Board. In considering an application, the Board shall consider the relative costs and benefits of admitting an applicant to membership, and the capacity of the applicant to correspond with or complement the mission, purposes and objectives of The Toronto School of Theology.

iv) Quorum

A quorum for a meeting of the Members of the Class is three Members, whether present in person or by proxy.

v) Rights

Members of the Class shall have the right to attend the annual and special meetings of Members of the Corporation and may, by invitation, attend meetings of the Board of Trustees. Members of the Class shall not have the right to vote at meetings of the Members of the Corporation. The Members of the Class may choose one or more representatives to attend meetings of the Members of the Corporation.

vi) Committees

Members of the Class may be appointed by the Board to committees of the Corporation on such terms and conditions as the Board may determine.

vii) Right to Requisition a Meeting

A Member of this Class may requisition a meeting of all of the Members of the Corporation in accordance with Article IV, Section 14.

viii) Withdrawal

A Member of this Class may withdraw from The Toronto School of Theology in accordance with Article XII.

Section 3: Voting Rights

Each Member of the Corporation shall have the right to vote at any meeting of the Members.

Section 4: Representatives of the Members

The Corporation shall recognize any individual authorized by a Member to represent the Member at meetings. The individual may exercise all of the powers of that Member on its behalf. A Member may authorize more than one individual to represent the Member at meetings, however, the individuals may exercise only one vote on behalf of the Member.

Section 5: Meetings

The Trustees of the Corporation shall call an annual meeting of the Members of the Corporation no later than fifteen months after holding the preceding annual meeting.

The Trustees of the Corporation may call a special meeting of the Members at any time

A meeting of the Members of the Corporation shall be held within Ontario at the registered office of the Corporation or at any other place as may be determined by the Trustees by resolution.

Section 6: Electronic Meetings

Any person entitled to attend a meeting of the Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A person so participating in the meeting is deemed to be present at the meeting. Trustees or members, as the case may be, may determine that a meeting be held entirely by telephonic or by electronic means that permit all participants to communicate with each other adequately during the meeting.

Section 7: Notice

The Corporation shall give notice of the time and place of a meeting of the Members not less than 10 days and not more than 50 days before the meeting to:

- a) Each Member entitled to receive notice of a meeting;
- b) Each Trustee; and
- c) The auditor of the Corporation.

Section 8: Waiver of Notice

Any person who is entitled to notice of a meeting of the Members may waive notice. The attendance of a person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawful.

Section 9: Content of Notice

Notice of a meeting of the Members must state the nature of the business to be transacted in sufficient detail to permit a Member to form a reasoned judgment on the business and must state the text of any special resolution to be submitted at the meeting, unless the business is consideration of financial statements, consideration of an audit report, an extraordinary resolution to dispense with an audit, the election of Trustees and the appointment of an auditor or re-appointment of an incumbent auditor.

Section 10: Member Proposals

A Member entitled to vote at an annual meeting of the Members may give the Corporation notice of any matter that the Member proposes to raise at the meeting (referred to as a “Proposal”) and discuss at the meeting any matter with respect to which the Member would have been entitled to submit a Proposal. The Corporation shall include the Proposal in the notice of the meeting.

Section 11: Voting

Voting at a meeting of the Members shall be by show of hands, unless a ballot is demanded by a Member entitled to vote at the meeting. A Member may demand a ballot either before or after any vote.

Section 12: Quorum

The quorum for a meeting of the Members is five Members entitled to vote at the meeting, whether present in person or by proxy.

Section 13: Resolutions in Lieu of Meeting

A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members. The Corporation shall keep a copy of every resolution passed in accordance with this section with the minutes of the meetings of Members.

Section 14: Requisitions

Any Member of the Corporation may requisition the Trustees to call a meeting for the purposes set out in the requisition. When receiving a requisition, the Trustees shall call a meeting of the Members to transact the business stated in the requisition within 21 days. Where the Trustees fail to call a meeting, the Member may call a meeting to transact the business stated in the requisition.

Section 15: Proxies

Every Member entitled to vote at a meeting of the Members may, by means of a proxy, appoint a proxy-holder, or one or more alternate proxy-holders, who need not be Members, as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. The Corporation shall send, or otherwise make available, a form of proxy to each Member who is entitled to receive notice of the meeting, concurrently with or before giving notice of the meeting.

ARTICLE V

THE BOARD OF TRUSTEES

*Section 1: Composition

The Board of Trustees shall be composed of thirteen Trustees, seven of which shall be appointed by the seven Founder Members ("Founder Trustees"), up to two of which shall be appointed by the University of Toronto ("University Trustees"), and up to five of which shall be appointed by the seven Founder Members ("Independent Trustees"). Of the five Independent Trustees, none shall be a representative of the University of Toronto or a representative of an affiliate or of the faculty or of the students or an employee of the Corporation. The Director and Treasurer shall be members of the Board of Trustees, *ex officio*, but shall have no vote.

Section 2: Powers and Duties of the Board of Trustees

The Board of Trustees shall be the chief governing body of the School, and shall provide oversight over the management, activities and affairs of the School.

Section 3: Term

Members of the Board of Trustees shall be elected annually at the annual meeting of Members, with the exception of Independent Trustees, who shall each be elected for a term of three years with a maximum of two terms.

Section 4: Alternates

No person shall act for an absent trustee in a meeting of trustees. Where a Founder Member has two representatives one shall be appointed as a Founder Trustee and the other shall be an Alternate. The Alternate may, by invitation, attend a meeting of trustees, and may, by invitation, participate in the meeting and may, in the absence of the Founder Trustee, cast a provisional vote. The Founder Trustee shall ratify and confirm the provisional vote forthwith by electronic means or by signature in accordance with Section 14.

Section 5: Ceasing to Hold Office

A Trustee ceases to hold office when the Trustee dies, resigns, or is removed in accordance with this By-law. The resignation of a Trustee becomes effective at the time the resignation is received, or at the time specified in resignation, whichever is later.

Section 6: Removal of Trustees

The Members of the Corporation may, by majority vote at a special meeting, remove from office any Trustee or Trustees.

A Trustee is entitled to give the Corporation a statement giving reasons for resigning or for opposing his or her removal as a trustee when a meeting is called for the purpose of removing a Trustee. The Corporation shall immediately give all Members a copy of the statement.

Section 7: Vacancies

A quorum of Trustees may fill a vacancy among the Trustees. Trustees appointed to fill a vacancy shall hold office until the next meeting of members.

Section 8: Trustees Entitled to Attend Members Meeting

A Trustee is entitled to attend and be heard at every meeting of the members.

Section 9: Meetings of the Board of Trustees

A meeting of the Board of Trustees may be convened by the Chair, or the Vice-Chair, or by any two Trustees at any time. Meetings of the Board of Trustees shall be held at the head office of the Corporation or at such other location set out in the Notice of Meeting.

Section 10: Quorum

Four Founder Trustees and three other Trustees shall constitute a quorum.

Section 11: Notice

A notice of a meeting of Trustees shall specify the purpose of or the business to be transacted at the meeting, and shall give notice of the date, time and place of the meeting.

Section 12: Waiver of Notice

A Trustee may waive notice of a meeting of the Trustees. The attendance of a Trustee at a meeting of Trustees is a waiver of notice of the meeting.

Section 13: Participation by Electronic Means

A Trustee may, if all the Trustees consent, participate in a meeting of Trustees or Committee of Trustees by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Trustee so participating in a meeting is deemed to be present at the meeting. The Corporation shall keep a copy of every consent given under this section in the records of the Corporation.

Section 14: Resolutions in Lieu of Meeting

A resolution signed by all Trustees entitled to vote on that resolution at a meeting of Trustees or on a committee of Trustees is as valid as if it had been passed at a meeting of Trustees or the Committee of Trustees. The Corporation shall keep a copy of every resolution so adopted with the minutes of the meetings of the directors or of a committee of Trustees.

Section 15: Delegation

The Trustees may appoint from their number a managing Trustee or Committee of Trustees, which may be designated as the Executive Committee and may delegate to the managing Trustee or Committee any of the powers of the Trustees.

Section 16: Conflict of Interest

A Trustee who is party to a material contract or transaction which will propose a material contract or transaction with the Corporation, or is a director or an officer of, or has a material interest in, any person who is party to a material, contract or transaction or proposed material, contract or transaction with the Corporation shall disclose to the Corporation, or request to have entered in the meetings of the Trustees, the nature and extent of his or her interest.

Section 17: Remuneration of Trustees

Members of the Board of Trustees shall serve without remuneration, and no Member shall directly or indirectly profit from his or her position, provided that a Trustee may be paid for reasonable expenses incurred by him or her in the performance of his or her duties.

Section 18: Designation of Officers

The Trustees may designate the offices of the Corporation, appoint officers, specify their duties and delegate to them powers to manage the activities and affairs of the Corporation. A Trustee may be appointed to any office of the Corporation. Two or more offices of the Corporation may be held by the same person. An Independent Trustee shall be appointed Chair of the Board of Trustees and shall carry out the duties of the Chair in accordance with the By-laws.

Section 19: The Executive Committee

At the meeting immediately following the Annual Meeting of Members, the Board of Trustees shall elect an Executive Committee (the “Executive Committee”) consisting of the following members, all of whom shall be voting members of the Board of Trustees:

- a) It shall include the Chair of the Board, who shall be Chair thereof, the Vice Chair, the Past Chair, and the Director;
- b) It shall include three (3) other trustees, one of whom shall be a Founder Trustee.
- c) The Secretary of the Board will serve as Secretary of the Executive Committee. He or she shall not have a vote unless elected a member of the Executive Committee in his or her own right.

The Executive Committee shall possess all the powers and authority of the Board of Trustees between meetings of the Board, and exercise them whenever a two-thirds majority of those present at the meeting of the Executive Committee judge that delay is inappropriate. Any decisions taken under this provision must be confirmed at the next meeting of the Board.

The Executive Committee shall coordinate the work of the Standing Committees and of the Board and will report to the Board as required. In carrying out this function, it may co-opt the chairs of the various Standing Committees of the Board.

Meetings of the Executive Committee may be convened by order of the Chair or in the latter’s absence by the Vice Chair at any date and time and at any place within Ontario or in the absence of such determination at the head office of the Corporation.

Written notice stating the date, place and time of meeting and the general nature of the business to be transacted shall be given to each Executive Committee Member (and the auditor as the case may be) by pre-paid mail, fax or email not less than 2 days before the date of meeting. An Executive Committee

Member may waive notice of meeting and attendance of an Executive Committee Member at a meeting of Executive Committee Members shall constitute a waiver of notice of the meeting except where the Executive Committee Member attends a meeting for the express purpose of or to the transaction of any business.

The accidental omission to give notice of any meeting of Executive Committee Members or the non-receipt of any notice by any Executive Committee Member shall not invalidate any resolution passed or any proceeding taken at such meeting.

Three (3) members of the Executive Committee one of whom shall be a Founder Trustee shall constitute a quorum for the transaction of its business.

The Minutes of each meeting of the Executive Committee shall be circulated as soon as practicable to the Members of the Board and to Officers of the Corporation.

ARTICLE VI

OFFICERS

Section 1: In General

The Officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, a Treasurer and the Director of the School, *ex officio*, for whose Offices specific responsibilities are set forth below. These Officers shall normally be elected by the Board for two years, unless otherwise provided in these By-Laws, and hold Office conditionally on their continued tenure as Trustees, if this be a required condition of Office. Officers who are not Trustees hold Office at the will of the Board. If any Office falls vacant for any reason, the Board, may elect a successor to serve the balance of the unexpired term. Officers may be re elected without limitation, except in the case of the Chair, who may not be re-elected to a third successive term.

In addition, the Director of the School may propose and the Board, or at the discretion of the Chair, the Executive Committee, may provide for other administrative Officers in support of the programs and responsibilities of the School. Such Officers may include but need not be limited to, a Director for Advanced Degree Studies, a Director for the Doctor of Ministry Program, a Library Coordinator and a Registrar. The responsibilities of these Officers are to be described in the document Policy Manual as ratified by the Board from time to time.

Section 2: The Chair

The Chair shall be elected from the number of Trustees by majority vote of the Board. The Chair shall preside at all meetings of the Board and of the Executive Committee, shall have general supervision of the business and affairs of the Corporation and shall see that the policies, orders and resolutions of the Board are carried out. He or she shall execute on behalf of the Corporation legal instruments including but not limited to contracts, bonds, mortgages, deeds and other documents when and as the same are authorized and approved by the Board or the Executive Committee. This officer shall have all the powers and duties which are customarily invested in the Office of Chair, unless otherwise provided in these By-Laws.

The Chair will normally serve for a two year term. He or she shall be a voting member of the Board during his or her term as Chair even if his or her membership on the Board under the provisions of Article V Section 1 has expired. The Chair upon the completion of her or his term of office shall for a single two year term become the Past Chair and continue *ex officio* as a voting member of the Board and of the Executive Committee.

Section 3: The Vice Chair

The Vice Chair shall be elected from the number of the Trustees by majority vote of the Board. He or she shall, in the Chair's absence, be vested with all the powers and perform all the duties of the Chair, and shall have such other powers and duties as the Chair or the Board of Trustees or the Executive Committee shall from time to time decide.

Section 4: The Secretary

The Secretary shall be elected by the majority vote of the Board. The Secretary may, but need not be, a Trustee. This officer shall attend all regular and special meetings and shall keep a record of all resolutions, motions and votes thereon, as well as Minutes of all proceedings to be kept in a Minute Book for that purpose. He or she shall give the required notice of all regular and special meetings, and shall perform such other duties as may be prescribed by the Board of Trustees, by the Executive Committee or by the Chair. The Secretary shall be the custodian of the Minute Book, the Corporate Seal and such books and records as may be ordered. With the Chair, the Secretary shall sign and execute all legal instruments, including, but not limited to contracts, bonds, deeds and mortgages, when and as the same are authorized and approved by the Board or by the Executive Committee.

*Section 5: The Treasurer

The Treasurer shall be elected by the majority vote of the Board. This officer shall be the financial officer of the Corporation. She or he shall advise the Director concerning his or her supervision of the disbursement of funds by the signing officers of the School and shall make complete, accurate and regular financial reports to the Board or to the Executive Committee, when and as directed by the same.

Section 6: The Director

The Chief Executive and Administrative Officer of the School shall be the Director, who shall be elected by the Board of Trustees, to serve for such term and with such compensation as may be agreed upon between the Board or the Executive Committee and the Director. On such election and on being elected or appointed as a member of the Board, the Director becomes *ex officio* a member of the committees of the Board and all committees of the School.

The Director shall have overall administration of the work of the School and shall make an annual report on its state and operation. This officer shall after due consideration make all recommendations for appointment of Administrative Officers of the School to the Board or to its Executive Committee. He or she shall coordinate the activities of the Officers and of the Faculty of the School for the best achievement of its ends and purposes, and shall promote, facilitate and coordinate by all appropriate means the cooperative educational endeavours of the Member Institutions, to the same ends and purposes.

ARTICLE VII

ACADEMIC AFFAIRS

Academic Affairs shall be the immediate responsibility of the two Academic Councils which shall have the cooperation of the Academic Departments (Biblical, Historical, Pastoral, Theological), the Theological Field Education Committee and the Library Committee.

Section 1: Academic Councils

- a) The Academic Council for the Basic Degree Division: This Council shall consist of the Director and the Registrar, *ex officio*, a Faculty Representative from each Member Institution, three (3) Student Representatives elected by the Basic Degree students of three Member Institutions, for two year terms, the roster which establishes the succession of such elections being the list found in Article III, Section 1, as amended by additions or deletions, and two (2) Representatives from the University of Toronto. It shall co-opt extra faculty members to ensure that all academic departments and the Theological Field Education Committee are represented on it. It shall have responsibility for all matters concerning the academic affairs of the Basic Degree Division, including standards relating to admissions, programs, and curriculum.
- b) The Academic Council for the Advanced Degree Division: This Council shall consist of the Director, Director for Advanced Degree Studies and the Director for the Doctor of Ministry Program, *ex officio*, the Directors of Advanced Degree Studies in the Member Institutions, a Representative of each of the Academic Departments, three (3) student members elected yearly by the Advanced Degree Students' Association, and three (3) Representatives from the University of Toronto. It shall have immediate responsibility for all matters concerning the academic affairs of the Advanced Degree Division, including admissions and standards. It shall grant Advanced Degree Division teaching status upon qualified faculty members of The Toronto School of Theology.
- c) Each council shall appoint its own Chair and Secretary, and Minutes shall be circulated to its members, normally within two weeks. Each council will determine its own operating procedures.
- d) Each Council, in its discretion, may invite as Assessors representatives of Institutions whose programs of study bear upon its concerns at any Council's meeting.

Section 2: Academic Departments

The Academic Departments shall consist of the regular faculty members of the Toronto School of Theology (as defined in Article IX) organized according to their disciplines. Each department shall provide for the selection of Student Representatives, with the stipulation that there will be at least one Student Representative from each Division in each Department, with the right to participate and vote in its meetings. Each department may invite special TST faculty members within its discipline (faculty members who are not regular faculty members as defined in Article IX) to participate and vote in its meetings.

The Academic Departments shall cooperate with the Councils in their function of academic planning, including planning for academic appointments within TST, in approving all courses, in overseeing the progress of students, in determining curriculum and standards, in recommending advanced degree teaching status, and in promoting liaison between the Basic and Advanced Degree Divisions.

Section 3: The Theological Field Education Committee

This committee will consist of the regular faculty members appointed by the Member Institutions in the area of Theological Field Education. They will cooperate with the Academic Council for the Basic Degree Division in matters relating to long-range academic planning, and approve courses and supervisors within their area.

Section 4: The Library Committee

This Committee shall consist of the Director, the Director for Advanced Degree Studies and the Library Coordinator, *ex officio*, the Chief Librarians and or Heads of Theological Divisional Libraries of the Member Institutions and the Chief Librarian of the University of Toronto and/or that person's Representative, a Faculty Representative of each of the Academic Departments, two Advanced Degree Students and two Basic Degree Students. It shall make recommendations to the Board and to the Executive Committee in all matters concerning optimum cooperative use of Library facilities for the purpose of the School and on all other Library affairs. The Committee shall appoint its own Chair and Secretary.

ARTICLE VIII

APPOINTMENT OF FACULTY

The Faculty members of TST are those persons, appointed by TST itself, by any of its Member Institutions or by any of its Affiliated Members, who are approved by TST to give instruction for credit in the Basic and/or the Advanced Degree Division(s) of the School.

Regular faculty members are those persons, appointed by TST itself or by any of its Member Institutions, who are approved to give instruction for credit in TST on a continuing basis. All other faculty members will be termed special faculty members.

Prior to the appointment of any faculty member, the following process of review and approval must take place:

- a) In the case of regular faculty members, consultation with the TST Committee on Faculty Appointments must take place before the final selection of a person to be recommended for appointment, and that appointment must be approved by the TST Committee on Faculty Appointments before it is made.
- b) In the case of special faculty members, the appointment must be approved by the TST department in which the candidate for appointment is to teach. This approval of the person's qualification to teach is understood to be prior to and distinct from the approval of the courses the person proposes to teach.
- c) To be authorized to teach more than one semester course per year for more than two consecutive years, a person must be approved by TST at the regular faculty member level.

Faculty members upon TST approval are automatically qualified to teach in the Basic Degree Division unless otherwise stipulated. Faculty members receive Advanced Degree Division teaching status by action of the Advanced Degree Council upon the recommendation of the appropriate TST department, and after nomination by the appointing institution.

ARTICLE IX COMMITTEES

*Section 1: Standing Committees

Members of Standing Committees whose appointment is not elsewhere provided for shall be elected annually by the Board at its meeting first held after the Annual Meeting of Members or at such other meetings as shall be determined by the Board.

The Standing Committees shall elect their own Chairs and Secretaries. Meetings shall be called by the Chair on such notice as shall be determined by that officer.

A quorum for each Committee shall consist of half its members and a simple majority of members present and voting shall be required and sufficient to carry any motion or resolution.

- a) *Finance Committee: This Committee shall consist of the Treasurer of the Board who shall Chair the Committee; the Chair of the Board, and the Director, and five (5) other persons nominated by the Nominating Committee, of whom three (3) at least shall be Trustees, including at least two (2) Representing Members, elected by the Board. It shall report to the Board and to the Executive Committee on all matters connected with finances, including long range financial planning and fundraising. It shall advise the Director and other officers in financial matters and in consultation with them and with the committee of representing members shall prepare the annual budget for presentation to the Board and shall supervise its implementation and observance. Minutes of the Finance Committee shall be circulated to members of the Board of Trustees, normally within two weeks of the meeting of their approval by the Finance Committee.
- b) Development and Advancement Committee: This Committee shall consist of the Director, the Director of Development, and five to seven other persons nominated by the Nominating Committee, of whom at least three (3) shall be Trustees or former Trustees. It shall report as required to the Board and to the Executive Committee on all matters relating to development and advancement. It will formulate short-term and long-range programs for fund-raising, and, once approved by the Board, will supervise their implementation. In consultation with the Finance Committee, it will discuss all issues which pertain to the long-range advancement of the School, and as appropriate make recommendations to these Committees and to the Board. With the authorization of the Board it may from time to time call upon consultants, including former trustees, to assist it in its functions.
- c) Audit Committee: The membership of this Committee will be nominated for election to the Board of Trustees by the Finance Committee. Officers of TST may not be members of the Audit Committee. The Committee will establish control procedures to expedite the audit process and

recommend to the board of Trustees the firm of chartered accountants to be appointed as auditors for the ensuing year. The Committee will meet at least annually with the external auditors and the Director, in particular to review the Annual Statement prior to its submission to the Annual Meeting. The Audit Committee shall report to the Board as required.

- d) The Nominating Committee: This Committee shall consist of five (5) Trustees, including *ex officio* the Chair of the Board and the Director. The other three members of the Committee shall be elected by the Board after open nominations. It shall report to the Board on all matters connected with the nomination of Members of the Board and of its Officers, and of other Standing Committees or special Committees, for which no other provision has been made in these By-Laws, and, in general, with regard to all persons to be appointed or elected by the Board, not otherwise provided for in these By-Laws. The Nominating Committee shall serve throughout the year and shall make nominations to the Board for elections and appointments for the following year.
- e) Committee on Faculty Appointments: This Committee shall consist of the Director, the Chairs of the Basic and Advanced Degree Councils, two Representatives appointed by the University of Toronto, the Chair of the Department in the relevant area and, in the case of Member Institution appointments, a Representative of the Member Institution concerned.
- f) Committee of Representing Members
- i) The Committee of Representing Members (“CORM”) shall consist of up to two Representing Members appointed by each of the Member Institutions and the Director of the School. When a Member Institution appoints two Representing Members, only one shall vote on any motion before CORM.
 - ii) Any Member Institution desiring consultation on any matter, may refer the matter to CORM for consultation; the Board of Trustees, when desiring consultation with Member Institutions, may refer the matter to CORM; CORM shall have the authority (1) to confer on any matter it deems appropriate, (2) to recommend to the Board action on any matter, and to initiate further consultation with the Member Institutions themselves when it deems it wise or necessary.
 - iii) CORM may advise the Director of the School on any matter of common concern, and on any matter referred to it by the Director or by the Board of Trustees, It shall give advice on:
 - 1) the annual budget, including its priorities and its limits;
 - 2) structures and levels of cooperation in the Basic Degree program;
 - 3) alternative or new initiatives for co-operation among the Member Institutions in academic program and curricular decisions.
 - 4) CORM shall advise the Board or the Executive Committee prior to either the Board or the Executive Committee making a determination of:
 - 5) assessments of the Member Institutions;
 - 6) distribution of government grants;
 - 7) matters of common administrative policy;
 - 8) the nature and timing of major fund-raising initiatives;
 - 9) recommendations for new Member Institutions or Affiliated Members.
 - 10) The Board of Trustees will proceed to implement a decision on the following matters only with the agreement of CORM:
 - 11) budgetary guide-lines;

- 12) any other policy requiring additional financial commitments from Member Institutions.

Section 2: Other Committees

A special committee for the nomination of the Director of the School shall be directly appointed by the Board of Trustees when appropriate. This committee shall include the Chair of the Board, one or more of each of the following categories: Representing Members, Faculty Members, Student Members, and Trustees-at-Large Members of the Board, and the University of Toronto Representative(s) on the Standing Committee on Faculty Appointments.

Other special committees may be appointed by the Board of Trustees as need may arise.

ARTICLE X

FISCAL AFFAIRS

Section 1: Auditing and Fiscal Year

The Books and Records of the Corporation and of the School shall be audited at least once a year in such manner as shall be determined by the Board of Trustees on advice of the Finance Committee. The fiscal year shall run from May 1st to April 30th.

Section 2: Signing Officers

Any two of the persons designated from time to time at a duly held meeting of the Board are authorized on behalf of The Toronto School of Theology

- a) to make, draw, accept, endorse, sign and execute cheques, bills of exchange, orders for the payment of money and other instruments whether negotiable or not, but without power to overdraw the account or accounts of the Organization with the Bank; and
- b) to withdraw from the Bank all or any securities and property held by the Bank for safekeeping or otherwise on behalf of the Organization and sign and deliver receipts therefore or to direct the Bank by written instructions to deliver all or any such securities and property named in such instructions.

ARTICLE XI

ASSESSMENTS

The Board of Trustees shall have the right to assess the Member Institutions for sums required by the School to meet its operating costs or deficits, according to a formula to be determined by the Board on the recommendation of CORM as set out in Article X, Section 1 (f).

ARTICLE XII

WITHDRAWAL OF A MEMBER INSTITUTION

A Member Institution may, at the close of the Corporation's and School's fiscal year, withdraw from participation, without further responsibility, provided that its share of any operating deficit shall have been paid or forgiven and that notice in writing of such intention to withdraw shall have been delivered to the Board of Trustees or to its Executive Committee and to all Member Institutions, at least one year in advance of such date of withdrawal.

ARTICLE XIII

AMENDMENTS TO THE BY-LAWS

By-Laws may be amended by a two-thirds majority vote of the Trustees present and voting provided that written notice of the proposed amendment shall have been given to the Trustees at least thirty (30) days prior to the meeting at which the amendment is to be proposed. The same rule shall govern the passing of any new By-law. Such amendment or new By-law shall only continue in force and effect until the next Annual Meeting of Members; if it shall not be then ratified by a two-thirds majority, it shall cease to be of effect.

ARTICLE XIV

PRIOR BY-LAWS

All previous By-Laws of the Corporation are hereby revoked and canceled. Any action already taken thereunder or thereby or in reliance upon these existing By-Laws shall be valid notwithstanding.

ARTICLE XV

This amended General By-Law is to come into effect on the fourth day of December 2006.

The amendments to the revised General By-law made on October 29th, 2012, are to come into effect on the 29th day of October, 2012.

The amendments to the revised General By-law made on October 28th, 2013, are to come into effect on the 28th day of October, 2013.

ARTICLE XVI

TRANSITION

1. The Board of Trustees may, by a 2/3 vote of its members present and voting, terminate the membership of one or more members of the Corporation and, consequently, representation on the Board of Trustees, where the Trustees have determined that the termination of the membership is necessary for the better governance of the Corporation and where the Trustees are satisfied that terminated members will be consulted to determine better and more effective ways for their

participation in the affairs of the Corporation, including, but not limited to, the creation of new classes of members and their ongoing participation in the committees and councils of the Corporation.

2. Despite the repeal of section 2 of Article III (Affiliated Members), Conrad Grebel University College, The Institute for Christian Studies, Waterloo Lutheran Seminary and Huron University College, shall remain Affiliated Members of the Corporation with power to vote and to appoint a representative each to the Board of Trustees until a date to be fixed by the Board of Trustees in consultation with the affiliated members.
3. Despite the termination of the memberships of the Faculty Representatives and of the Student Representatives, the incumbent Faculty Representatives and incumbent Student Representatives may participate, but not vote, in meetings of the members of the Corporation, in meetings of the Board of Trustees and in meetings of the Executive Committee and other committees of the Corporation until the adoption and ratification of amendments to General By-law No. 1 which provide for the participation of Faculty Representatives and Student Representatives in the affairs of the Corporation or until a date to be fixed by the Board of Trustees in consultation with the Faculty Representatives and Student Representatives.
4. The incumbent chair shall remain a member of the Board of Trustees and an Officer of the Corporation until the annual meeting of the Corporation to be held in 2013 or until otherwise replaced by the Board of Trustees. The incumbent chair shall not have a vote.