

**GENERAL BY-LAW NO. 1
OF THE
TORONTO SCHOOL OF THEOLOGY
Consolidated to June 1, 2007**

PREAMBLE

The Toronto School of Theology (TST) is a federation 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**MEMBER INSTITUTIONS AND AFFILIATED MEMBERS****Section 1** **Member Institutions**

The following shall be the initial Member Institutions:

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

Other institutions whose aims correspond with the purpose of The Toronto School of Theology may become Member Institutions on the recommendation of the Committee of Representing Members and by affirmative vote of two-thirds of the Trustees present and voting, provided notice of not less than thirty (30) days has been given of such motion of admission. Any Member Institution may at any time cease to be such by action of its governing board communicated to the Board of Trustees of The Toronto School of Theology, subject to the conditions set forth in these By-Laws in Article XIII.

Section 2 **Affiliated Members**

On the recommendation of the Committee of Representing Members and by an affirmative vote of two-thirds of the Trustees present and voting, the Board of Trustees may establish as Affiliated Members other institutions whose aims correspond with the purpose of the Toronto School of Theology but which do not find it feasible to be fully participating members. The terms of participation of Affiliated Members are to be defined in each instance by mutual agreement.

Section 3 **Relationships with other Institutions**

On the recommendation of the Committee of Representing Members and by an affirmative vote of two-thirds of the Trustees present and voting, the Board of Trustees may approve the formalization of relationships with other institutions whose purposes accord with or are complementary to those of The Toronto School of Theology. Formal relationships in this category may include partnerships or agreements for indefinite or limited periods of time, for limited or general purposes, for specific programs, or for cooperative endeavours. It is the Board's responsibility to consider the relative costs and benefits, in addition to the value of such relationships in implementing the mission of the School.

ARTICLE IV

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 V

THE CORPORATION

Section 1 Membership

The Membership of the Corporation (the "Members") shall consist of voting and non-voting members as follows:

(a) the Member Institutions as provided for in Section 1 of Article III hereof and Affiliated Members admitted upon such terms as provided for in Section 2 of Article III, which shall be non-voting members;

(b) Representing Members are 1) the persons indicated by each of the Member Institutions as the Head of the Member Institution so indicating, and 2) the persons indicated by each of the Member Institutions so indicating as a second administrative officer; provided that when a Member Institution indicates two Representing Members either one shall vote on any motion before the Board of Trustees. Representing Members may designate alternates in writing.

(c) Two (2) Faculty Representatives being persons of professorial rank elected by the faculty of two Member Institutions of TST of which those persons are a member for two year non-renewable terms. For each following two year term the Faculty Representatives will be elected from two other Member Institutions in the same way. The roster which establishes the succession of such elections will be the list found in Article III Section 1 as amended by additions or deletions. Each Faculty Representative shall have one vote.

If a Faculty Representative resigns from the Corporation during his or her term of office, a Faculty Representative will be elected from the same Member Institution to complete the unexpired term of office.

(d) Two (2) Student Representatives. One of these student representatives will be a Basic Degree student of one of the Member Institutions elected by the Basic Degree students of that Institution for a two year term.

For each following two year term the Basic Degree student will be elected from another Member Institution. The roster which establishes the succession of such elections will be the list found in Article III Section 1, as amended by additions or deletions. The other student representative will be a member of and elected by the TST Advanced Degree Students Association for a two year term, renewable more than once. Each Student Representative shall have one vote.

(e) Trustees-at-large to the number of nine (9), none of whom is eligible to be Representing Members, Faculty Representatives, or Student Representatives, and at least six (6) of whom are to be lay persons. The Corporation shall elect Trustees-at-large after having considered the recommendations of the Nominating Committee.

Trustees-at-large shall be elected annually and if re-elected may serve for three year terms, once renewable. A Trustee-at-large who has served two successive complete terms shall be eligible for re-election only upon having ceased to be a Trustee-at-large for a period of one year.

Trustees-at-large will serve in a three year cycle, with three serving in each year. Should a Trustee or Trustees cease to be a Trustee prior to the termination of their term(s), the Board will elect a Trustee or Trustees to replace them for the remaining portion of their term. All Trustees-at-large shall have one vote each. Trustees-at-large who hold appointment under the previously enacted by-law will continue their appointment until the expiry of their three-year term.

(f) Representatives of the University of Toronto to the number of two, who shall each have one vote.

(g) The Director of the School, who shall have one vote.

(h) Assessors, being those persons who chair the Academic Councils, Library Committee, and the Standing Committees, and other officers of the School, may attend meetings of Members at the discretion of the Board but shall have no vote.

Any member ceasing to have the requisite qualifications of Membership shall immediately cease to be a member and shall be replaced in accordance with the foregoing provisions and if such replacement is in respect of a member for a fixed term, then such replacing member shall be for the balance of the term of the member being replaced.

For purposes of this Section 1, references to a year or multiples thereof and like expressions, shall be computed from the date of the Annual Meeting provided for in Section 2 hereof.

Section 2 Meetings, Quorum, Voting

Subject to compliance with the Corporations Act, the annual meeting of Members shall be held either at the head office of the Corporation or at any place within Ontario as the Trustees may by resolution determine no later than October 31st each year and at such time as the Trustees may by resolution determine.

Other meetings of the Members may be convened by order of the Chair, or the Vice-Chair or by the Board of Trustees 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 Member (and the auditor as the case may be) by pre-paid mail, fax or e-mail not less than 15 days before the date of meeting. A Member may waive notice of meeting and attendance of a Member at a meeting of Members shall constitute a waiver of notice of the meeting except where the Member attends a meeting for the express purpose of objecting to the transaction of any business.

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

A majority of voting members present in person shall constitute a quorum. Proxies shall be permitted.

ARTICLE VI

THE BOARD OF TRUSTEES

Section 1 Powers and Duties of the Board of Trustees

The Board of Trustees (the "Board" or the "Board of Trustees") shall be the chief governing body of The Toronto School of Theology. It shall manage and control the affairs, business and properties of the School in accord with the ends and purposes stated in the Letters Patent and amendments thereto exercising the powers and assuming those duties there set down and in these By-Laws. It shall have final responsibility for academic policies under the restrictions provided in Section 2 of this Article. It shall appoint and set the pattern of tenure of its administrative officers and members of the faculty directly appointed by the School. It shall control investments, adopt an annual budget and administer funds of the School.

Section 2 Composition, Term, Vacancies, Meetings, Quorum and Voting

(a) Composition: Each voting member of the corporation will be a voting member of the Board of Trustees. In addition the Board may provide for representation of affiliated members and may add voting members for that purpose. The Past-Chair will be an *ex officio* voting member of the Board in accord with Article VII, Section 2. Alternates of representing members may attend at and participate in all meetings of the Board. When a matter that directly affects a Member of the Board is discussed and voted on, that person shall absent himself or herself for that portion of the meeting.

(b) Term: The Members of the Board of Trustees, whose composition is set out above, shall be elected annually at the Annual Meeting of Members.

(c) Vacancies: Any person elected in accordance with Article V to replace a Member/voting Trustee who has ceased to be a Member/voting Trustee by resignation or otherwise during that person's term of office shall fill the vacancy thereof on the Board of Trustees until the next Annual Meeting. The Members may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given, remove any Trustee from office.

(d) Meetings, Quorum, Voting Meetings of the Board of Trustees shall be held in Metropolitan Toronto, either at the head Office of the Corporation, or at such other location as shall be set forth in

the notice of meeting. The Board shall hold a meeting immediately after the Annual Meeting of Members, and shall hold at least four (4) regular meetings in the course of the year. The Secretary shall give at least fifteen (15) days' notice in writing of all regular meetings, unless otherwise provided in these By-Laws.

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 and the Secretary when so directed shall promptly convene a meeting of Trustees. The notice of any meeting convened as aforesaid shall specify the date, time and place of meeting and the purpose of or the business to be transacted at the meeting and may be sent by pre-paid mail, fax or e-mail. A Trustee may waive notice of a meeting of Trustees and attendance of a Trustee at a meeting of Trustees shall constitute a waiver of notice of the meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business and meetings of Trustees may be held at any time without notice if all the Trustees are present.

The accidental omission to give notice of any meeting of Trustees to, or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

Special meetings of the Board may be called by the Chair or by resolution of the Executive Committee. The Chair or, in the absence of the Chair, the Vice-Chair shall call a special meeting of the Board at the written request of four (4) members of the Board specifying the reason for the meeting. The Secretary shall ordinarily give at least fifteen (15) days' notice in writing of the time, place and general purpose of such special meeting.

A majority of the voting members of the Board present in person shall constitute a quorum. In general, decisions of the Board shall be by simple majority, but it may not overturn decisions of the Academic Councils (Cf. Article VIII, Section 1) save by a two-thirds majority.

The rules contained in Robert's Rules of Order, Newly Revised (1970) shall govern the meetings of the Board, except where otherwise determined by the Board.

Section 3 Resolutions in Lieu of Meeting

- (a) A Resolution in writing signed by all the Trustees entitled to vote on that Resolution at a meeting of Trustees or a Committee of Trustees is as valid as if it had been passed at a meeting of Trustees or a Committee of Trustees.
- (b) A Resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of Members.

Section 4 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 five (5) other trustees, with the proviso that there be at least one Representing Member, one Faculty Representative, one Student Member, and one Trustee-at-large.

(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 e-mail 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 objecting 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.

Five (5) members of the Executive Committee 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 VII

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. The Treasurer may, but need not be, a Trustee. 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 VIII**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 coopt 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 IX

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 X

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 and the Director, and eight (8) other persons nominated by the Nominating Committee, of whom five (5) at least shall be Trustees, including at least two 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 fund-raising. 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 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 (3) 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.
- (iv) CORM shall advise the Board or the Executive Committee prior to either the Board or the Executive Committee making a determination of:
 - (1) assessments of the Member Institutions;
 - (2) distribution of government grants;
 - (3) matters of common administrative policy;
 - (4) the nature and timing of major fund-raising initiatives;
 - (5) recommendations for new Member Institutions or Affiliated Members.
- (v) The Board of Trustees will proceed to implement a decision on the following matters only with the agreement of CORM:
 - (1) budgetary guide-lines;
 - (2) 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 XI

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 therefor or to direct the Bank by written instructions to deliver all or any such securities and property named in such instructions.

ARTICLE XII

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 XIII

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 XIV

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 XV

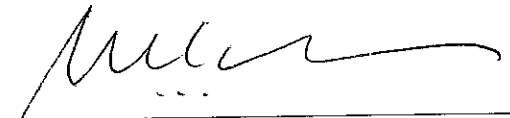
PRIOR BY-LAWS

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 XVI

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

This revised General By-Law was approved by the Board of Trustees on the fourth day of December 2006 and ratified at the Annual Meeting of Members on the fourth day of December 2006.



SECRETARY OF THE CORPORATION

SPECIAL RESOLUTION

Adopted by the Board of Trustees on December 4, 2006 and ratified by the Annual Meeting of Members on December 4, 2006.

Membership of the Board of Trustees shall be fixed at 28.