

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

Amended October 7, 2019 and July 14, 2020; Ratified October 5, 2020

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.

1. NAME

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

2. PURPOSE

TST 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 TST:

- a. maintains a number of graduate (advanced degree) programs, administering them centrally but making use of the resources of the Member Institutions;
- b. coordinates the second-entry undergraduate programs, also called post-baccalaureate 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. promotes an effective academic relationship with the University of Toronto in such areas as quality assurance and educational collaboration;
- d. provides, as appropriate, services ancillary to the above, and other forms of outreach; and
- e. seeks, in all of its endeavours, to foster ecumenical interchange, education for wholeness, and the bonds of genuine community.

3. HEAD OFFICE AND CORPORATE SEAL

- a. The Head Office of TST shall be in the City of Toronto in the Province of Ontario, and at such place therein as the Board of Trustees may from time to time determine.

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

4. MEMBERS OF TST

- a. Member Institutions - The following shall be the Members of TST:

- i. Emmanuel College of Victoria University
- ii. Knox College
- iii. Regis College
- iv. St. Augustine's Seminary
- v. University of St. Michael's College, Faculty of Theology
- vi. University of Trinity College, Faculty of Divinity
- vii. Wycliffe College

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

- b. 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.

- i. At least one class of Member shall have a right to vote at meetings of Members.
- ii. As of the date hereof, the Members have created a class of Members known as Affiliates. The following are the current members of the Affiliate class:
 - 1. Conrad Grebel University College
 - 2. Institute for Christian Studies
 - 3. NAIITS: An Indigenous Learning Community

The rights and privileges attached to the Affiliate class are set out in Schedule "A" annexed hereto.

- c. Voting Rights - Each Founding Member of TST shall have the right to vote at any meeting of the Members. 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.

- d. Representatives of the Members - TST 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.
- e. Meetings - The Board of Trustees of TST shall hold an annual meeting of the Members of TST no later than fifteen months after holding the preceding annual meeting. The Board of Trustees may call a special meeting of the Members at any time.

All meetings of the Members shall be held within Ontario at the registered office of TST or at any other place as may be determined by the Board of Trustees by resolution. The Chair of the Board of Trustees, or, in his or her absence, the Vice-Chair of the Board of Trustees, shall chair meetings of the Members.

Any person entitled to vote at 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.

- f. Notice -
 - i. Time Period - TST 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:
 - 1. Each Member entitled to receive notice of a meeting;
 - 2. Each Trustee; and
 - 3. The auditor of TST.
 - ii. Method of Giving Notice - Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to applicable law, the constating documents (including this by-law) or otherwise to a Member, Trustee, Officer, Auditor or member of a committee of a standing committee of the Board of Trustees shall be sufficiently given if delivered personally to the person to whom it is to be given; or if delivered to such person's recorded address; or if mailed to such person at his or her recorded address by prepaid ordinary or air mail; or if sent to such person at his or her recorded address by any means of electronic communication (including without limitation notice sent by email to the email address listed with the recorded address). A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a

notice so mailed shall be deemed to have been given when deposited in a post office or public letter box and deemed to have been received on the fifth day after such depositing; and a notice so sent by any means of electronic communication shall be deemed to have been given when dispatched (provided the dispatching system receives no notice of failure or delay in transmission within two hours of dispatch).

- iii. 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.
- iv. 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.
- g. Member Proposals - A Member entitled to vote at an annual meeting of the Members may give TST 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. TST shall include the Proposal in the notice of the meeting.
- h. Quorum - The quorum for a meeting of the Founding Members is five Founding Members entitled to vote at the meeting, whether present in person or by proxy.
- i. 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. TST shall keep a copy of every resolution passed in accordance with this Section with the minutes of the meetings of Members.
- j. Requisitions - Any Member of TST may requisition the Board of Trustees to call a meeting of the Members for the purposes set out in the requisition. When receiving a requisition, the Board of Trustees shall call a meeting of the Members to transact the business stated in the requisition within 21 days. If the Board of Trustees shall fail to call a meeting, the Member may call a meeting to transact the business stated in the requisition
- k. 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. TST 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.

5. THE BOARD OF TRUSTEES

- a. Composition - The Board of Trustees shall be composed of up to sixteen 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”), two of which shall be faculty members elected by their peers (“Faculty Representatives”), 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 TST. The Director and Treasurer shall be members of the Board of Trustees, *ex officio*, but shall have no vote.
- b. Powers and Duties of the Board of Trustees - The Board of Trustees shall be the chief governing body of TST, and shall provide oversight over the management, activities and affairs of TST.
- c. 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.
- d. 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 Subsection 5(n). An Alternate may be appointed to a Committee of the Board as if he or she were a Founder Trustee.
- e. 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.
- f. Removal of Trustees - The Members of TST may, by majority vote at a special meeting, remove from office any Trustee or Trustees. A Trustee is entitled to give TST 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. TST shall immediately give all Members a copy of the statement.
- g. 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.

- h. Trustees Entitled to Attend Members Meeting - A Trustee is entitled to attend and be heard at every meeting of the members.
- i. 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 TST or at such other location set out in the Notice of Meeting. The Chair may admit guests/participant observers to meetings according to such principles and procedures as the Board may determine.
- j. Quorum - Four Founder Trustees and three other Trustees shall constitute a quorum.
- k. 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.
- l. 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.
- m. Participation by Electronic Means - A Trustee may 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.
- n. 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. TST shall keep a copy of every resolution so adopted with the minutes of the meetings of the directors or of a committee of Trustees.
- o. Delegation - The Trustees may appoint from their number a managing Trustee or Committee of Trustees, and may delegate to the managing Trustee or Committee any of the powers of the Trustees.
- p. Conflict of Interest - A Trustee who is party to a material contract or transaction which will propose a material contract or transaction with TST, 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 TST shall disclose to TST, or request to have entered in the meetings of the Trustees, the nature and extent of his or her interest.
- q. 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.

- r. Designation of Officers - The Trustees may designate the offices of TST, appoint officers, specify their duties and delegate to them powers to manage the activities and affairs of TST. A Trustee may be appointed to any office of TST. Two or more offices of TST 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-law.

6. SENIOR EXECUTIVE COUNCIL

The Senior Executive Council, composed of senior representatives of the member institutions in the Toronto School of Theology consortium, is established by the Board of Trustees to develop, ensure and enhance the co-operative arrangements among the members for the flourishing of theological scholarship and education.

- a. Membership - The head of each institution having full membership in the Toronto School of Theology, and the Director of the Toronto School of Theology. Members may choose to include other administrative officers in their deliberations as appropriate, but each institution has one vote as does the Director, who sets the agenda for meetings. Although heads may designate another senior administrator to represent their institution from time to time, stable membership is required for the effective working of the consortium.
- b. Powers -
 - i. Approves where authority has been delegated by the Board of Trustees, or recommends to the Board, any matter relating to the resources of TST programs and their administration, especially financial resources, including such items as budget, institutional assessments, formulae for income distribution, policies on fees, scholarships and bursaries; faculty complement planning for conjoint programs.
 - ii. Provides co-approval with the Academic Council for academic proposals with resource implications within the jurisdiction of the member institutions.
 - iii. Ensures, develops and approves or recommends to the Board of Trustees common administrative policies necessary for the work of the consortium.
 - iv. Recommends to the Board of Trustees matters respecting memoranda of understanding among the member institutions, and with the University of Toronto.
 - v. Recommends to the Board of Trustees categories and conditions of membership in the consortium.

7. OFFICERS

In General - The Officers of TST shall be a Chair, a Vice-Chair, a Secretary, a Treasurer and the Director of TST, *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 this By- Law, 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 TST may propose and the Board may provide for other administrative Officers in support of the programs and responsibilities of TST. Such Officers may include but need not be limited to the Director of the Graduate Centre for Theological Studies and the Director of the Doctor of Ministry Program. The responsibilities of these Officers are to be described in the document Policy Manual as ratified by the Board from time to time.

- a. 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, shall have general supervision of the business and affairs of TST and shall see that the policies, orders and resolutions of the Board are carried out. He or she shall execute on behalf of TST 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. The Chair shall have all the powers and duties which are customarily invested in the Office of Chair, unless otherwise provided in this By-Law.

The Chair will normally serve for a two (2) 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 Section 5 has expired.

- b. 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 shall from time to time decide.
- c. The Secretary - The Secretary shall be elected by the majority vote of the Board. The Secretary may, but need not be, a Trustee. The Secretary 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 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.
- d. The Treasurer - The Treasurer shall be elected by the majority vote of the Board and shall be the financial officer of TST. He or she shall advise the Director concerning his or her supervision of the disbursement of funds by the signing officers of TST and shall make complete, accurate and regular financial reports to the Board, when and

as directed by the Board. The Treasurer shall be a member of the Board of Trustees, *ex officio*, and shall have no vote.

- e. The Director - The Chief Executive and Administrative Officer of TST shall be the Director, who shall be appointed by and accountable to the Board of Trustees, according to such procedures as it may determine from time to time, to serve for such term and with such compensation as may be agreed upon between the Board 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 TST, and shall have no vote.

The Director shall have overall administration of the work of TST 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 TST to the Board. He or she shall coordinate the activities of the Officers and of the Faculty of TST 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.

8. ACADEMIC AFFAIRS

The academic affairs and programs of TST shall be governed by the Academic Council.

a. Membership

- i. The Academic Council shall comprise the following members, each of whom shall have one vote:
1. one person named by each TST Member College;
 2. two persons named by the Provost of the University of Toronto;
 3. two TST faculty members, chosen in accordance with the policies of the Board of Trustees, in rotation from among the TST Member Colleges;
 4. one student in a conjoint degree program at the graduate level, appointed by the TST Graduate Students Association or its successor organization;
 5. one other student in a conjoint degree program, chosen in accordance with the policies of the Board of Trustees;
 6. one Library Committee representative;
 7. the Chair of the Basic Degree Council (or his/her designate);
 8. the Director of TST;
 9. the Director of the Graduate Centre for Theological Studies; and
 10. the Director of the Doctor of Ministry Program.
- ii. Appointments to the Academic Council shall be confirmed by the Board of Trustees.

- iii. The Board of Trustees shall appoint the Chair and the Secretary of the Academic Council. The Chair shall rotate among the member TST colleges according to a policy established by the Board of Trustees. The Academic Council may establish its own rules of procedure.

b. Powers -

- i. The Academic Council is TST's chief instrument of governance in matters relating to academic programs under TST's authority. It does not exercise authority in programs administered and resourced solely by a TST Member College.
- ii. In its exercise of TST's academic authority, the Academic Council shall:
 1. respect and observe the requirements of the Memorandum of Agreement between TST and the University of Toronto; and
 2. respect and not infringe the powers which TST's Member Colleges have reserved to themselves.
- iii. Within the limitations of Paragraph (ii) of this Subsection 8(b), the Academic Council has power to:
 1. approve new programs;
 2. close programs, recognizing the rights of students currently registered in such programs to complete them according to existing regulations;
 3. determine and regulate the minimum standards for the admission of students to programs;
 4. establish policies for the determination and regulation of the common contents, learning outcomes, curricula, and graduation requirements of undergraduate programs;
 5. establish policies for the determination and regulation of the contents, learning outcomes, curricula, and graduation requirements of graduate programs;
 6. provide for the quality assurance of degree programs;
 7. provide for the awarding of scholarships and financial assistance within the gift of TST;
 8. provide for academic examinations and evaluations of students;
 9. adopt plans in the common academic matters of the TST consortium, including plans in the areas of curriculum, enrolment, faculty complement, research, student recruitment, and the financial assistance of students;
 10. recommend to the Board of Trustees other academic plans for the greater good of TST; and
 11. generally, do all such acts and things as are necessary or expedient for the conduct of its affairs.

- iv. The Academic Council may delegate such of its powers as it considers proper to any academic unit, council, committee, or administrator. It may determine the manner and procedure of the election or appointment of members of such unit, council, committee, or administrator. The majority of the members of a council or committee established by the Academic Council need not be members of the Academic Council.
- v. A council or committee appointed under Subsection 8(b)(iv) may, with the approval of the Academic Council, appoint and delegate specific powers to subcommittees, and the majority of the members of such subcommittees need not be members of the Academic Council.
- vi. The Academic Council may, at its discretion, invite guests from the TST community and the larger community from time to time to participate in the affairs of the Academic Council in such manner and under such conditions as the Academic Council may determine.
- vii. The Academic Council shall report to the Board of Trustees from time to time as required, and at least annually.

9. 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 any of the conjoint degree programs of TST. All TST faculty members must meet the academic qualifications agreed from time to time between TST and the University of Toronto. The categories of Faculty members and the procedures for the appointment thereof shall be established by the Academic Council, consistent with agreements between TST, the member colleges, and the University of Toronto.

10. COMMITTEES

The Board of Trustees may establish such Standing Committees as it from time to time considers appropriate. 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.

- a. 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.
- b. 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.
- c. The Standing Committees shall each establish its own mandate, and update its mandate from time to time, for approval by the Board of Trustees.

d. As of the date of this By-Law, the following are the Standing Committees established by the Board:

- i. 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 Governance Committee, of whom at least three (3) shall be Trustees, including at least two (2) Founder Trustees, elected by the Board. It shall report to the Board 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.
- ii. Audit Committee: The membership of this Committee shall be nominated by the Governance 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 certified public 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 Financial Statements of TST prior to submission to the Annual Meeting. The Audit Committee shall report to the Board as required.
- iii. The Governance Committee: This Committee shall consist of five (5) Trustees, including *ex officio* the Chair of the Board and the Director. The other three (3) members of the Committee shall be elected by the Board after open nominations. The Governance Committee shall:
 1. recommend to the Board governance policies and procedures;
 2. recruit and nominate suitable members and officers of the Board, as well as members of Standing Committees or special Committees for which no other provision has been made in this By-Law;
 3. provide orientation and training for Board members; and
 4. evaluate the performance of the Board.

The Governance Committee shall serve throughout the year, beginning at the meeting of the Board next following the annual meeting of TST.

e. Other Committees

- i. A special committee for the nomination of the Director of TST 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: Founder Trustees, Faculty Members, Student Members, and Independent Trustees, and University of Toronto Representative(s).

- ii. Other committees may be established and members of such committees appointed by the Board of Trustees as need may arise.

11. FISCAL AFFAIRS

- a. Auditing and Fiscal Year - The Books and Records of TST 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.
- b. 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 TST:
 - i. 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
 - ii. 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.

12. ASSESSMENTS

The Board of Trustees shall have the right to assess the Member Institutions for sums required by TST to meet its operating costs or deficits, according to a formula to be determined by the Board on the recommendation of the Committee of Representing Members.

13. WITHDRAWAL OF A MEMBER INSTITUTION

A Member Institution may, at the close of TST'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 and to all Member Institutions, at least one year in advance of such date of withdrawal.

14. AMENDMENTS TO THE BY-LAW

By-Law 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.

15. PRIOR BY-LAW

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

16. EFFECTIVE DATE

This amended and restated General By-Law shall come into effect on the 5th day of October, 2020.

SCHEDULE “A”

RIGHTS AND PRIVILEGES ATTACHING TO THE “AFFILIATE” CLASS OF TST

1. QUALIFICATIONS FOR MEMBERSHIP

An Affiliate is an institution whose aims correspond with or complement the purposes of TST 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 TST.

2. ADMISSION TO MEMBERSHIP

The Board of Trustees may admit an applicant to membership as an Affiliate on the unanimous vote of the seven Founder Members and a two-thirds vote of the remaining Trustees. In considering an application, the Board of Trustees 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 TST.

3. QUORUM

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

4. RIGHTS

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

5. COMMITTEES

Affiliate Members may be appointed by the Board of Trustees to committees of TST on such terms and conditions as the Board of Trustees may determine.

6. RIGHT TO REQUISITION A MEETING

An Affiliate Member may requisition a meeting of all of the Members of TST in accordance with Subsection 4(j) of By-Law 1.

7. WITHDRAWAL

A Member of this Class may withdraw from TST in accordance with Section 12 of By-Law 1.