THE FRONTIER COLLEGE /LE COLLEGE FRONTIERE

BY-LAW NUMBER 1A

A by-law relating generally

to the conduct of the affairs of

THE FRONTIER COLLEGE/LE COLLEGE FRONTIERE

THE FRONTIER COLLEGE/LE COLLEGE FRONTIERE

TABLE OF CONTENTS

page #

1. INTERPRETATION 1

2. OFFICES 2
   - 2.1 Head Office 2
   - 2.2 Other Offices 2

3. SEAL 2

4. MEMBERSHIP 2
   - 4.1 Classes 2
   - 4.2 Term of Membership 3
   - 4.3 Transfer of Membership 3
   - 4.4 Revocation of Membership 3
   - 4.5 Termination of Membership 3
   - 4.6 Liability of Members 3

5. BOARD OF GOVERNORS 4
   - 5.1 Duties and Responsibilities 4
   - 5.2 Board Composition 4
   - 5.3 Elected Governors' Term of Office 4
   - 5.4 *Ex Officio* Governors from the Frontier College Foundation/Fondation Du College Frontière 4
   - 5.5 Qualifications 5
   - 5.6 Quorum 5
   - 5.7 Interim Appointment of Governors to Fill Vacancies on the Board 5
   - 5.8 Removal of Governors 5
   - 5.9 Remuneration of Governors 6

6. ELECTION OF THE BOARD 6
   - 6.1 Election in Rotation 6
   - 6.2 Re-Election 6
   - 6.3 Elections 6
   - 6.4 Nominations 6
   - 6.5 Election Method 6
   - 6.6 Forms 7

7. MEETING OF GOVERNORS 7
   - 7.1 Calling Meetings 7
   - 7.2 Notice of Meetings 7
   - 7.3 Regular Meetings 7
   - 7.4 Special Meetings 7
   - 7.5 Meetings by Electronic Conference 7
   - 7.6 Invitees to Board Meetings 8
   - 7.7 Voting 8
   - 7.8 Proxies 8

7.9 Disclosure of Interest in Contracts 8

8. MEETINGS OF THE MEMBERS 8
8.1 Annual Meeting 8
8.2 Meetings by Electronic Conference 9
8.3 Special General Meeting 9
8.4 Notice of Meetings 9
8.5 Quorum 9
8.6 Voting by Members 9
8.7 Show of Hands 9
8.8 Chair 10
8.9 Adjournments 10

9. OFFICERS 10
9.1 Executive Officers 10
9.2 Duties of the President 11
9.3 Duties of the Chair of the Board 11
9.4 Duties of the Vice-Chair(s) 11
9.5 Duties of the Treasurer 11
9.6 Board Appoint Other Officers 12
9.7 Holding More Than One Office 12
9.8 Removal from Office 12

10. EXECUTIVE COMMITTEE 12
10.1 Composition 12
10.2 Powers 12
10.3 Procedures 12
10.4 Quorum 12
10.5 Place of Business 13
10.6 Other Governors Present 13

11. COMMITTEES 13
11.2 Combined and Inactive Committees 13
11.3 Ad Hoc Committees 13
11.4 Governance Committee 14
11.5 Rules Governing Committees 14

12. PROTECTION OF GOVERNORS AND OFFICERS 15
12.1 Governors and Officers Not Liable 15
12.2 Pre-Indemnity Considerations 15
12.3 Indemnification of Governors and Officers 15
12.4 Insurance 16

13. EXECUTION OF DOCUMENTS 16
13.1 Cheques, Drafts, Notes, Etc 16
13.2 Execution of Documents 16
13.3 Books and Records 16

14. BANKING ARRANGEMENTS 16
14.1 Board Designate Bankers 16
14.2 Deposit of Securities 17

15. BORROWING BY THE COLLEGE 17

15.1 General Borrowing Authority 17
15.2 Specific Borrowing Authority 17

16. FINANCIAL YEAR 18
16.1 Financial Year Determined 18

17. AUDITOR 18
17.1 Annual Appointment 18
17.2 Notice of Intention to Nominate 18
17.3 Vacancy in the Office of Auditor 18
17.4 Removal of Auditor 18
17.5 Remuneration of Auditor 18

18. NOTICE 19
18.1 Method of Notice 19
18.2 Computation of Time 19
18.3 Omissions and Errors 19

19. BY-LAWS AND AMENDMENTS, ETC. 20
19.1 Requirements for Amendment of By-Laws 20
19.2 Additional Requirements for By-law Amendment 20
19.3 By Whom By-law Amendments Proposed 20

20. AMENDMENT TO CHARTER DOCUMENTS 20

21. REPEAL OF PRIOR BY-LAWS 20
21.1 Repeal 20
21.2 Proviso 20
21.3 Effective Date 20

BY-LAW NUMBER 1A

A by-law relating generally to the conduct of the affairs of

THE FRONTIER COLLEGE /LE COLLEGE FRONTIERE

(the "**College**")

WHEREAS by Special Act of the Parliament of Canada, being Chapter 77 of the Canada Dominion Statutes of 1922, the College was created as a corporation;

AND WHEREAS the objects of the College are as follows:

(i) To teach people to read and write whom others have not been able to reach, wherever they are, by responding to their unique learning needs;

(ii) To support research and other similar projects on literacy, learning and related programs of other national, regional, provincial and local literacy and social organizations; and

(iii) such other objects related to the foregoing as the Board may from time to time determine.

AND WHEREAS it is considered expedient to enact a General By-Law relating generally to the conduct of the affairs of the College and to replace By-law No. 1;

BE IT THEREFORE ENACTED as a by-law of the College as follows:

1. INTERPRETATION

1.1 Meaning of Words

In this by-law and all other by-laws and resolutions of the College unless the context otherwise requires:

1.1.1 the singular includes the plural;

1.1.2 the masculine gender includes the feminine;

1.1.3 “Annual Meeting” means the general meeting of Members, to be held not less than once in each calendar year;

1.1.4 "Board" means the board of Governors of the College;

1.1.5 "Committee" means any committee established by the Board pursuant to Article 11;

1.1.6 "documents", includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;

1.1.7 "Executive Officers" means the persons who hold the offices enumerated in Section 9.1;

1.1.8 "Governor" means a person who has been elected to the office of Governor in accordance with Article 5, or appointed to fill a vacancy in the office of Governor in accordance with Section 5.7;

1.1.9 "Learner" means a client of the College who receives tutoring, training or otherwise participates in a College operated or sponsored program to improve their literacy or learning skills;

1.1.10 "Members" has the meaning given to it in Section 4.1; and

1.1.11 "Special Resolution" means a resolution passed by a majority of the Governors and confirmed with or without variation by at least two-thirds of the votes of the Members, cast at a special general meeting of the Members of the College called for that purpose.

2. OFFICES

2.1 Head Office

The head office of the College shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

2.2 Other Offices

The College may establish other offices elsewhere within Canada.

3. SEAL

The seal which is impressed in the margin hereon shall be the corporate seal of the College.

The custody of the seal shall be entrusted to an officer whom the Board may designate.

4. MEMBERSHIP

4.1 Classes

There shall be the following classes of membership in the College:

4.1.1 **Voting Members**, who shall be comprised of Current Members and Lifetime Members who are not less than eighteen (18) years of age.

4.1.1.1 **Current Members** consist of current Learners, volunteers (being people recruited, screened, trained, and supported by the College, including tutors and labourer teachers), Governors, committee members and staff.

4.1.1.2 **Lifetime Members** consist of individuals or organizations upon whom the Board may, from time to time, confer life membership in recognition of

outstanding contribution to the College. A Member to whom the Board has conferred the title "**Companion**" also belongs to this category.

4.1.2 **Non-Voting Members**, who shall consist of all individuals or organizations who make a financial contribution or are affiliated with the College by reason of interest, and who also may be referred to as "**Friends of the College**".

4.2 Term of Membership

Each Voting Member, except for the Lifetime Members, shall remain a Member of the College for one (1) year unless the individual withdraws as a Member or the individual's membership is terminated pursuant to Section 4.4 or Section 4.5. Membership may automatically renew annually by virtue of continued active involvement with the College.

4.3 Transfer of Membership

Except for the transfer of membership from one class to another as otherwise provided in the by-laws of the College, if at all, a membership in the College is not transferable.

4.4 Revocation of Membership

Any Member may have his or her membership revoked by a resolution passed by two-thirds (2/3) of the votes cast at a meeting of the Board. Revocation of membership in the College will be invoked only in cases where the Board, in its discretion, has determined that the conduct, statements or acts, of a Member are illegal and or bring the reputation of the College into disrepute. A voting Member who ceases to qualify under Subsection 4.1.1 ceases to be a voting Member at the same time as they cease to qualify under such Subsection.

4.5 Termination of Membership

A membership in the College automatically terminates upon the happening of any of the following events:

4.5.1 if the person resigns as a Member of the College, by providing a written resignation delivered to one of the Governors or the President of the College;

4.5.2 if a person's membership is revoked by the Board pursuant to Section 4.4.

4.5.3 if the person dies; or

4.5.4 if the person is or becomes mentally incompetent within the meaning of the *Mental Incompetency Act,* R.S.O. 1990, c. M-7, as amended.

4.6 Liability of Members

Members shall not be held answerable or responsible, simply by virtue of their status as Members, for any act, default, obligation or liability of the College or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the College.

5. BOARD OF GOVERNORS

5.1 Duties and Responsibilities

The affairs of the College shall be governed by a Board which shall supervise all activities of the College, the disbursement of its funds, and the determination of its policies. The Board shall be responsible for defining, reviewing from time to time, and actively pursuing the mission and goals of the College and may adopt such rules and regulations for the conduct of its business as may be deemed advisable. The Board may delegate to any committee or officer any or all powers, duties and authority of the Board which may lawfully be granted.

5.2 Board Composition

5.2.1 The affairs of the College shall be managed by a Board composed of a minimum of twelve (12) Governors and a maximum of twenty-two (22) Governors, of whom two (2) persons shall be *ex officio* Governors as provided in Section 5.4. The number of Governors shall be fixed from time to time by resolution of the Board. Until otherwise determined by by-law or by resolution of the Board, the number of Governors, shall be fixed at twenty (20).

5.2.2 Subject to the discretion of the Board and the recommendation of the Governance Committee pursuant to Section 11.4, in order to ensure adequate representation from across Canada, as a guideline, the composition of the Board should include Governors elected from each of the following categories as follows:

(a) three (3) Governors from Western Canada and the Territories;

(b) three (3) Governors from Quebec; and

(c) three (3) Governors from Atlantic Canada.

5.2.3 There shall be a minimum of one (1) Learner and a maximum of (2) Learners on the Board. In addition, the Board has the power to appoint one (1) or more Learners as a member on a Board subcommittee where the Board deems it appropriate or expedient to do so.

5.3 Elected Governors' Term of Office

Elected Governors, elected pursuant to Section 5.5, shall be elected in the manner set out in Article 6. Each such elected Governor shall hold office until the third Annual Meeting after election to office or until the successor of the Governor has been elected and qualified.

5.4 *Ex Officio* Governors from the Frontier College Foundation/Fondation Du Collège Frontière

Subject to the provisions of any by-law or any Special Resolution, the Board of Directors of the Frontier College Foundation/Fondation Du Collège Frontière may appoint up to two people to serve as *ex officio* Governors at any one time. *Ex officio* Governors appointed by the Foundation shall be entitled to receive notice of, attend, speak at, and vote at any meeting of the Board, including in-camera meetings.

5.5 Qualifications

5.5.1 Each Governor shall:

(a) be at least eighteen (18) years of age;

(b) be a "permanent resident" of Canada as that term is defined in the *Immigration Act (Canada);*

(c) not be an undischarged bankrupt;

(d) shall not have been an employee of the College at any time during the three (3) years prior to his or her nomination; and

(e) have power under law to contract.

5.5.2 If a person becomes bankrupt and/or ceases to have the power under law to contract, the person thereupon ceases to be a Governor, and the vacancy so created may be filled in the manner prescribed by Section 5.7.

5.5.3 The College shall endeavour to ensure that the Board be comprised of individuals who possess the skills considered necessary or desirable by the Board or the Governance Committee from time to time.

5.6 Quorum

A quorum for the transaction of business at meetings of the Board shall be fifty per cent (50%) plus one (1) of the number of members of Board entitled to vote thereat. Such quorum of Governors present shall be competent to do and perform all acts which are directed to be done at any such meeting.

5.7 Interim Appointment of Governors to Fill Vacancies on the Board

So long as a quorum of the Governors remains in office, a vacancy on the Board arising as a result of the resignation or death of a Governor or by the operation of Section 5.5.2 may be left vacant or be filled by the Governors of the College for the balance of the period remaining until the next Annual Meeting. A Governor so appointed by the Board shall serve until the next following Annual Meeting is held and, at that time, subject to the other provisions of the By-law, he or she is eligible for election to the Board. If no quorum of Governors exists, the remaining Governors shall forthwith call a special general meeting of Members to fill the vacancies on the Board.

5.8 Removal of Governors

The Members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of which notice specifying the intention to pass the resolution has been given, remove any Governor before the expiration of the Governor's term of office, and may, by a majority of the votes cast at that meeting, elect any person in the place and stead of the person removed for the remainder of term of the removed Governor.

5.9 Remuneration of Governors

The Governors of the College shall serve without remuneration, and shall not receive any profit, either directly or indirectly, from their position as Governor, other than reimbursement for reasonable expenses incurred in discharging the office of Governor.

6. ELECTION OF THE BOARD

6.1 Election in Rotation

Governors, other than *ex officio* Governors, shall be elected by the Members. Governors, other than *ex officio* Governors, shall retire in rotation.

6.2 Re-Election

A Governor, if otherwise qualified, may, subject to the discretion of the Board and the recommendation of Governance Committee in accordance with Section 11.4, be eligible for re-election for up to two (2) additional consecutive three (3) year terms, and thereafter is not eligible for re-election until a period of eleven (11) months has elapsed from the date of retirement of such Governor. Notwithstanding this restriction , however, where the regional representation or a specific skill or expertise cannot be replaced and if the individual otherwise meets the qualifications in Section 5.5, the Board may invite a Governor to stand for re-election for a fourth three year term.

6.3 Elections

Governors shall be elected at the Annual Meeting, subject to the provision in Section 5.7 requiring a special meeting of Members to be called to fill vacancies on the Board if no quorum of the Board exists.

6.4 Nominations

Candidates for the office of Governor shall include:

6.4.1 the slate of candidates for office proposed by the Governance Committee; or, if there is no Governance Committee, by the Executive Committee; and

6.4.2 the persons whose names are put in nomination by any Member at any time before nominations are closed at the meeting of Members at which the election of Governors is held.

6.5 Election Method

Where:

6.5.1 the number of candidates nominated is equal to the number of offices to be filled, the Secretary of the meeting shall cast a single ballot electing that number of candidates for the offices; and

6.5.2 the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

6.6 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

7. MEETING OF GOVERNORS

7.1 Calling Meetings

Meetings of the Board may be held at any place within or outside the geographic location of the head office, as designated in the notice calling the meeting. Meetings of the Board may be called by the Chair of the Board, the Vice-Chair, the Secretary or any two (2) Governors.

7.2 Notice of Meetings

Subject to the provisions of Section 7.3, notice of Executive Committee or Board meetings shall be delivered, mailed (including electronic mail), or telephoned to each Governor not less than seven (7) days before the meeting is to take place. No formal notice of a meeting is necessary if all the Governors on the Executive Committee or the Board, as applicable, are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

7.3 Regular Meetings

The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. There shall be a minimum of three (3) meetings of the Board annually. The Board shall hold a meeting soon as reasonably practicable following the Annual Meeting for the purpose of organization, the election and appointment of officers and the transaction of any other business.

7.4 Special Meetings

The Chair shall call a special meeting of the Executive Committee or the Board at any time and place specified in a written request by a majority of the members of the Board. The business to be transacted at such special meetings shall be stated in the notice thereof, and no other business may be considered at that meeting. Notice of a special meeting of the Executive Committee or the Board shall be delivered, mailed (including electronic mail), or telephoned to each Governor on the Executive Committee or the Board, as applicable, not less than 24 hours before the meeting is to take place. No formal notice of a meeting is necessary if all the Governors on the Executive Committee or the Board, as applicable, are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

7.5 Meetings by Electronic Conference

Meetings of the Board or Committee may be held by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other. A person participating in a Board or Committee meeting by such means is deemed to be present at the meeting, provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum. If, however, the Chair of the meeting is not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, the Chair may, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

7.6 Invitees to Board Meetings

An individual, either a Member or non-Member, may be invited to attend and speak at a meeting of the Board by the Chair of the Board or by a resolution passed by the Executive Committee or the Board.

7.7 Voting

Only Governors in attendance at any meeting of the Board may vote. Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the question shall be deemed to have been lost. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any Governor. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

7.8 Proxies

Proxies are not accepted at meetings of the Board.

7.9 Disclosure of Interest in Contracts

No Governor of the College shall personally benefit from any proposed contract with the College. In circumstances where a Governor reasonably believes that a proposed contract the College is considering or has entered into may be perceived as personally benefiting the Governor, the Governor shall declare his or her interest at the meeting of the Governors at which the question of entering into the contract is first taken into consideration or as soon thereafter as the matter comes to any Governor's attention for the Board of Governors to determine the appropriate course of action in all the circumstances, which may include, without limitation, executing, terminating, or ratifying the contract or moving for the removal of the Governor pursuant to Article 5.8.

8. MEETINGS OF THE MEMBERS

8.1 Annual Meeting

The Annual Meeting of the Members shall be held each year within or outside the geographical location of the head office, at a time, place and date determined by the Board, for the purpose of:

8.1.1 The report of the Officers;

8.1.2 Approval of the Financial Statements and the Report of the Auditors for the year past;

8.1.3 Appointment of the Auditors for the ensuing year;

8.1.4 electing such Governors as are to be elected at such Annual Meeting in accordance with the provisions of these by-laws; and

8.1.5 the transaction of any other business properly brought before the meeting.

8.2 Meetings by Electronic Conference

Members may participate in the Annual Meeting or a special general meeting of Members by means of telephone conference or other communications facilities as permit all persons participating in the meeting to hear each other. A person participating in such a meeting by such means is deemed to be present at the meeting, provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum (or use such other method or recording votes as the Chair considers appropriate and reliable, in his discretion). If, however, the Chair of the meeting is not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, the Chair may, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

8.3 Special General Meeting

The Board may at any time call a special general meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A special general meeting of Members may also be called by the Governors or the Chair of the Board upon the written requisition of a minimum of thirty-five (35) of the Members entitled to vote, within sixty (60) days after the filing of such request with the President. Only the business identified in the notice calling the meeting may be transacted at that special meeting.

8.4 Notice of Meetings

Notice of the time, place and date of meetings of Members and the general nature of the business to be transacted shall be given at least thirty (30) days before the date of the meeting to each Member (and in the case of an Annual Meeting to the auditor of the College) in accordance with the provisions of Section 18.1. No error or omission in giving such notice shall invalidate such meeting or make void any decisions taken at such a meeting.

8.5 Quorum

At least eighteen (18) voting Members present in person constitute a quorum at a meeting of Members, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

8.6 Voting by Members

Unless otherwise required by the provisions of the by-laws of the College, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by Members entitled to vote. In the case of an equality of votes, the question shall be deemed to have been lost.

8.7 Show of Hands

At all meetings of Members every question shall be decided by a show of hands unless otherwise required by a by-law of the College or unless a poll is required by the Chair or requested by any Member entitled to vote. Upon a show of hands, every Member entitled to vote, present in person, shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chair that a resolution has been carried or lost by a

particular majority and an entry to that effect in the minutes of the College is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

8.8 Chair

In the absence of the Chair of the Board or a Vice-Chair, the Members entitled to vote present at any meeting of Members shall choose another Governor as Chair and if no Governor is present or if all the Governors present decline to act as Chair, the Members present shall choose one of their number to be Chair.

8.9 Adjournments

Any meeting of Members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

9. OFFICERS

9.1 Executive Officers

There shall be the following Executive Officers:

9.1.1 a President, approved by the members of the Board, who may receive remuneration as approved by the Board. The President is not a member of the Board;

9.1.2 a Chair of the Board, elected by and from the Governors of the Board, for a term of two (2) years. Subject to the discretion of the Board, the Chair shall be eligible to serve one additional one (1) year term in this position, after which the Chair shall vacate this position and shall not be eligible for election to any Executive Officer position for at least one (1) year; and

9.1.3 two (2) Vice Chairs, elected by and from the Governors of the Board for a term of two (2) years. Subject to the discretion of the Board, one of the Vice Chairs shall be eligible to serve one (1) additional one (1) year term in this position. Following the completion of their respective terms as Vice Chair, either Vice Chair may be elected to a different Executive Officer position, but is not eligible for election as a Vice Chair again for at least one (1) year; and

9.1.4 a Treasurer, elected by and from among the Governors of the Board, for a term of two (2) years. Subject to the discretion of the Board, the Treasurer may be invited to serve additional consecutive terms. Following his or her term as Treasurer, the Treasurer shall either be elected to another Executive Officer position or vacate this position.

9.1.5 such other officers as are provided in this Article 9.

9.2 Duties of the President

The Board may from time to time appoint a President and may delegate to him or her full authority to manage and direct the business and affairs of the College (except such matters and duties as by law must be transacted or performed by the Board or by the Members) and to employ and discharge agents and employees of the College or may delegate to him or her any lesser power. The President shall conform to all lawful orders given by the Board and provide the Governors with all information they may require regarding the affairs of the College. The President shall serve as Secretary of the Board. The President shall be a non-voting ex-officio participant at any meeting of the Board, the Executive Committee and of all committees of the College, subject to the following qualification. At the request of the Board or any Committee, the President shall not participate in any meeting or portion thereof that the Board or Committee declares to be *in camera*.

9.3 Duties of the Chair of the Board

The Chair of the Board shall, when present, preside at all meetings of the Board and Executive Committee, if any, and Members. Notwithstanding the foregoing, the Chair shall be entitled to delegate the responsibility to chair a meeting of the Board to any other Governor. The Chair of the Board shall sign all documents requiring the signature of that office, and have the other powers and duties from time to time prescribed by the Board or incident to the office. The Chair, or one of the Vice-Chairs, shall sit on each committee of the Board.

9.4 Duties of the Vice-Chair(s)

During the absence or inability of the Chair of the Board to act, the duties and powers of the Chair of the Board may be exercised by either of the Vice-Chairs. If a Vice-Chair exercises any of those duties or powers, the absence or inability of the Chair to act shall be presumed with reference thereto. A Vice-Chair shall also perform the other duties from time to time prescribed by the Board or incident to the office. The Vice-Chairs shall, as between them, determine who shall accept the responsibilities of the Chair during any such absence or inability of the Chair. If they are unable to so decide in an expeditious manner, the most senior of the Vice-Chairs (determined by reference to the date of first election to the Board) shall assume such responsibilities. With the consent of the Chair, a Vice-Chair may, when present, preside at meetings of the Executive Committee, if any. At least one of the Vice-Chairs or the Chair shall sit on each committee of the Board.

9.5 Duties of the Treasurer

The Treasurer shall:

9.5.1 keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the College and shall perform the tasks and functions normally performed by a Treasurer; and

9.5.2 perform such other duties from time to time as may be prescribed by the Board.

9.6 Board Appoint Other Officers

The Board may from time to time appoint such other officers as it considers expedient, to hold office at the pleasure of the Board, the duties and remuneration of whom shall be such as the terms of their engagement call for or the Board prescribes.

9.7 Holding More Than One Office

A person may be nominated or selected for, elected or appointed to, and hold more than one office, except the office of Chair of the Board or Vice-Chair.

9.8 Removal from Office

Any officer may be removed by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Governors.

10. EXECUTIVE COMMITTEE

10.1 Composition

The Executive Officers and the Chairs of the Standing Committees, if any (each of whom shall be a Governor), shall together constitute the Executive Committee. The Board may fill vacancies in the Executive Committee by election from among its numbers. If and whenever a vacancy shall exist in the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

10.2 Powers

During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all the powers of the Board in the management and direction of the affairs and business of the College in such manner as the Executive Committee shall deem best for the interest of the College in all cases in which specific directions have not been given by the Board.

10.3 Procedures

Subject to Sections 10.4, 10.5 and 10.6 and to any regulations imposed from time to time by the Board, the Executive Committee shall have the power to fix its own rules of procedure from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, which minutes shall be subject to ratification by the Board at its next regularly scheduled meeting.

10.4 Quorum

No business may be transacted by the Executive Committee except at a meeting of its members at which either a minimum of three of the Executive Officers or a majority of the Executive Committee is present.

10.5 Place of Business

Meetings of the Executive Committee may be held by telephone, in accordance with Section 7.5, or at the head office of the College or at any other place within or outside the geographical location of the head office as specified in the notice calling the meeting.

10.6 Other Governors Present

Each Governor shall be entitled to speak but not to vote at any meeting of the Executive Committee at which the Governor is present. However, no Governor who has not been elected to the Executive Committee shall be entitled to notice of any meeting of the Executive Committee, and the presence of such Governor shall not be included for the purpose of calculating a quorum.

11. COMMITTEES

There shall be the following Standing Committees:

11.1.1 Governance Committee

11.1.2 External Relations Committee

11.1.3 Finance Committee

11.1.4 Audit Committee

11.2 Combined and Inactive Committees

From time to time by resolution the Board may combine the work of two or more Standing Committees under such name as the Board shall select; and may permit any Standing Committee to be inactive, provided that throughout the period of time the Standing Committee is permitted to be inactive, the Board will undertake the responsibilities of such inactive Standing Committee.

11.3 Ad Hoc Committees

There may be such Ad Hoc Committees and for such purposes as the Board or the Executive Committee (if any) may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

11.3.1 the delivery of its report;

11.3.2 the completion of its assigned task;

11.3.3 a change in the membership of the Board or Executive Committee by which it was constituted; or

11.3.4 a resolution to that effect of the Board or Executive Committee by which it was constituted;

whichever first occurs.

11.3.5 Provided however that, in the case of termination pursuant to Subsection 11.3.2, the Board or the Executive Committee (as the case may be) may by resolution continue such Ad Hoc Committee.

11.4 Governance Committee

The Governance Committee, in addition to any other duties assigned to it by the Board, shall:

11.4.1 prepare a slate of one or more candidates for each office which will be vacant and for which an election is to be held at or after the Annual Meeting;

11.4.2 accept any additional written nominations for elected office any time prior to the holding of annual elections, but this does not preclude the Chair of the Annual Meeting from accepting further nominations from the floor at the time of the election;

11.4.3 evaluate Governor performance and the skills and experience then required by the Board; and

11.4.4 make recommendations to the Board names of persons to fill vacancies in office or on the Board or on committees that occur throughout the year.

11.5 Rules Governing Committees

Except as otherwise provided by by-law of the College, all Committees other than the Executive Committee are subject to the following:

11.5.1 the Chair shall be a Governor, and all members of any Committee shall be appointed by the Board, from among the Members of the College who are qualified to hold office;

11.5.2 where practicable, at least one member of Executive Committee, if any, shall be appointed to serve on each Committee;

11.5.3 in addition to the members of a Committee appointed pursuant to Subsection 11.5.1, the Board may appoint to any Committee, persons who are not Members of the College at the time of their appointment but who would be qualified to hold office as a Governor. The total number of such persons appointed shall at all times remain less than one-third of the total number of persons who are members of such Committee.

11.5.4 a member of a Committee shall serve for a term ending at the Annual Meeting of Members following appointment, and is eligible for reappointment for one or more additional terms;

11.5.5 each Committee shall meet at least annually, and more frequently at the will of its Chair or as required by its terms of reference, and as requested by the Board;

11.5.6 each Committee shall be responsible to, and report to the Board at regularly scheduled meetings of the Board; and

11.5.7 subject to any rules established by the Board, each Committee may establish its own rules of procedure and may appoint subcommittees.

12. PROTECTION OF GOVERNORS AND OFFICERS

12.1 Governors and Officers Not Liable

Except as otherwise provided in any legislation or law, no Governor or officer for the time being of the College shall be liable for the acts, receipts, negligence or defaults of any other Governor or officer or employee or for any loss, damage or expense happening to the College whatsoever which may happen in the execution of the duties of the Governor's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the Governor's or officer's own failure to act honestly and in good faith in the performance of the duties of office, or other willful neglect or default.

12.2 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in Section 12.3, or purchasing insurance provided in Section 12.4, the Board shall consider:

12.2.1 The degree of risk to which the Governor or officer is or may be exposed.

12.2.2 Whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance.

12.2.3 Whether the amount or cost of the insurance is reasonable in relation to the risk.

12.2.4 Whether the cost of the insurance is reasonable in relation to the revenue available.

12.2.5 Whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

12.3 Indemnification of Governors and Officers

Every Governor and officer of the College and every member of a committee, or any person who has undertaken, or is about to undertake, any liability on behalf of the College or any corporation controlled by it, the person's respective heirs, executors and administrators, and estate and effects, successors and assigns, shall be indemnified and saved harmless out of the funds of the College, from and against:

12.3.1 all costs, charges and expenses whatsoever which such Governor, officer, committee member or other person sustains or incurs in or in relation to any action, suit or proceeding which is brought, commenced or prosecuted against the Governor, officer, committee member or other person for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or in relation to the execution of the duties of such office or in respect of any such liability; and

12.3.2 all other costs, charges and expenses which the Governor, officer, committee member or other person sustains or incurs in or in relation to the affairs thereof,

except such costs, charges or expenses as are occasioned by their own failure to act honestly and in good faith in the performance of the duties of office, or by other willful neglect or default.

The College shall also, upon approval by the Board from time to time, indemnify any such person in such other circumstances as any legislation or law permit or requires. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

12.4 Insurance

Upon approval by the Board from time to time, the College shall purchase and maintain insurance for the benefit of any Governor, officer or other person acting on behalf of the College against any liability incurred in that person's capacity as a Governor, officer or other person acting on behalf of the College, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the College.

13. EXECUTION OF DOCUMENTS

13.1 Cheques, Drafts, Notes, Etc

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.

13.2 Execution of Documents

Documents requiring execution by the College may be signed by any two of the President, Chair of the Board, any Vice-Chair, Secretary, Treasurer or any two (2) Governors, and all documents so signed are binding upon the College without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the College, either to sign documents generally or to sign specific documents. The corporate seal of the College shall, when required, be affixed to documents executed in accordance with the foregoing.

13.3 Books and Records

The Board shall see that all necessary books and records of the College required by the by-laws of the College or by any applicable statute are regularly and properly kept.

14. BANKING ARRANGEMENTS

14.1 Board Designate Bankers

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the College, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the College’s banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

14.1.1 operate the College’s accounts with the banker;

14.1.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;

14.1.3 issue receipts for and orders relating to any property of the College;

14.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and

14.1.5 authorize any officer of the banker to do any act or thing on the College's behalf to facilitate the banking business.

14.2 Deposit of Securities

The securities of the College shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the College signed by such officer or officers, agent or agents of the College, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

15. BORROWING BY THE COLLEGE

15.1 General Borrowing Authority

Subject to the limitations set out in the by-laws or in the Letters Patent or Supplementary Letters Patent of the College, the Board may:

15.1.1 borrow money upon the credit of the College;

15.1.2 limit or increase the amount to be borrowed;

15.1.3 issue debentures or other securities of the College:

15.1.4 pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and

15.1.5 secure any such debentures, or other securities, or any other present or future borrowing or liability of the College, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the College, and the undertaking and rights of the College.

15.2 Specific Borrowing Authority

From time to time the Board may authorize any Governor or officer of the College to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or

modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the College.

16. FINANCIAL YEAR

16.1 Financial Year Determined

The financial year of the College shall terminate on the 31st day of March in each year or on such other date as the Board may from time to time by resolution determine.

17. AUDITOR

17.1 Annual Appointment

The Members of the College at each Annual Meeting shall appoint one or more auditors (none of whom shall be a Governor, officer or employee of the College), to audit the accounts (including the financial statements) of the College and to report thereon to Members at the Annual Meeting, to hold office until the close of the next Annual Meeting, and, if an appointment is not so made, the auditor in office continues in office until a successor is appointed.

17.2 Notice of Intention to Nominate

A person, other than a retiring auditor, is not capable of being appointed auditor at an Annual Meeting unless notice in writing of an intention to nominate that person to the office of auditor has been given by a Member not less than fourteen (14) days before the Annual Meeting; and the Member shall send a copy of any such notice to the retiring auditor and to the person it is intended to nominate, and shall give notice thereof to the Members, either by advertisement or by notice in the manner set out in Article 18, not less than seven (7) days before the Annual Meeting.

17.3 Vacancy in the Office of Auditor

The Board may fill any casual vacancy in the office of auditor, but while the vacancy continues the surviving or continuing auditor, if any, may act.

17.4 Removal of Auditor

The Members, by a resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of which notice specifying the intention to pass such resolution was given, may remove any auditor before the expiration of the term of office of the auditor, and shall by a majority of the votes cast at that meeting appoint another auditor in the place and stead of such person for the remainder of the term.

17.5 Remuneration of Auditor

The remuneration of an auditor appointed by the Members shall be fixed by the Members, or by the Board if authorized to do so by the Members, and the remuneration of an auditor appointed by the Board shall be fixed by the Board.

18. NOTICE

18.1 Method of Notice

Except where otherwise provided in this By-law, notice shall be validly given if given by telephone, or if in writing:

18.1.1 by prepaid letter post, or

18.1.2 by facsimile, or

18.1.3 by e-mail, or

18.1.4 by other electronic method, or

18.1.5 by posting such notice on the Web Site maintained by the College, or

18.1.6 by posting such notice in an advertisement in one or more Canadian national newspaper(s).

Any such notice shall be deemed received:

18.1.7 in the case of telephone, at the time of the telephone call;

18.1.8 in the case of letter post, on the fifth day after mailing;

18.1.9 in the case of posting on the Web Site or in a national newspaper, on the date of posting; and

18.1.10 in all other cases, when transmitted.

18.2 Computation of Time

In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included.

18.3 Omissions and Errors

The accidental omission to give notice of any meeting of the Board, a Committee or Members or the non–receipt of any notice by any Governor or Member or by the auditor of the College or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Governor, Member or the auditor of the College may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

19. BY-LAWS AND AMENDMENTS, ETC.

19.1 Requirements for Amendment of By-Laws

By-laws of the College, other than by-laws approving an application to amend the College's charter, may be amended, repealed, altered, or added to by by-law enacted by Special Resolution at meetings of the Board and Members duly called for the purpose of considering the said by-law, but no such repeal, amendment, alteration or addition to the By-laws shall affect anything theretofore done under or pursuant to the By-laws.

19.2 Additional Requirements for By-law Amendment

In addition to the provisions of Section 19.1, no by-law amendment shall be effective unless there is compliance with the following:

19.2.1 the proposed amendment is delivered to the Head Office of the College at least fifty (50) days prior to any meeting of Members (which provision may be waived by a resolution of the Board);

19.2.2 the College notifies each Member entitled to vote of such proposed amendment(s) not less than twenty-one (21) days prior to the meeting of Members.

19.3 By Whom By-law Amendments Proposed

By-law amendments may be proposed by any Member entitled to vote.

20. AMENDMENT TO CHARTER DOCUMENTS

Any amendment to the Letters Patent or Supplementary Letters Patent of the College shall be approved first by Special Resolution at a meeting of the Board and then by Special Resolution of each of the Members voting separately as a class at a meeting of the Members duly called for the purpose of considering an amendment to the Letters Patent or Supplementary Letters Patent.

21. REPEAL OF PRIOR BY-LAWS

21.1 Repeal

Subject to the provisions of Sections 21.2 and 21.3 hereof, By-law No. 1 of the College heretofore enacted is repealed.

21.2 Proviso

Provided however that the repeal of prior by-laws shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment.

21.3 Effective Date

This By-law shall become effective after it has been sanctioned by a majority of the votes cast at a meeting of Members duly called for the purpose of considering the said by-law.

ENACTED by the Governors as a By-Law of **THE FRONTIER COLLEGE/LE COLLEGE FRONTIERE** and sealed with the corporate seal this 14th day of May, 2005.

Chair of the Board	Secretary

CONFIRMED at a meeting of the Members duly held on the 26th day of September, 2009.

Chair of the Board	Secretary