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4th SESSION, 29TH LEGISLATURE, ONTARIO  
23 ELIZABETH II, 1974

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An Act to amend  
The Master and Fellows of Massey College Act, 1960-61

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The HON. J.A. C. AULD  
Minister of Colleges and Universities

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TORONTO  
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An Act to amend  
The Master and Fellows of Massey College Act,  
1960-61

HER MAJESTY, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:

1. Clause a of section 5 of *The Master and Fellows of Massey* s.5(a) *College Act, 1960-61*, being chapter 53, is repealed and re-enacted the following substituted therefore:
  - (a) to maintain a hall of residence to be known as Massey College, for the Junior Fellows of the Corporation who shall be students who have already acquired degrees and are studying for further degrees at the University of Toronto; and
2. This Act comes into force on the day it receives Royal commencement Assent.
3. This Act may be cited as *The Master and Fellows of* short title *Massey College Amendment Act, 1974*.

**M A S S E Y C O L L E G E**

Incorporating Statue

Proposed amending Statute

CHAPTER 53

AN ACT TO CONFIRM AN AGREEMENT BETWEEN THE MASSEY FOUNDATION AND THE GOVERNORS OF THE UNIVERSITY OF TORONTO AND TO INCORPORATE THE MASTER AND FELLOWS OF MASSEY COLLEGE

Assented to March 29th, 1961  
Session Prorogued March 29th, 1961

HER MAJESTY, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:

1. The Agreement between The Massey Foundation and The Governors of the University of Toronto, set forth as the Schedule hereto, is hereby ratified and confirmed and declared to be valid and binding upon the parties thereto, and the parties are hereby authorized to carry out the terms thereof.

2. William Robertson Davies, B.Litt. (Oxon.), LL.D., D.Litt., The Right Honourable Vincent Massey, C.H., P.C., M.A. (Oxon.), LL.D., Litt.D., D.C.L., Claude Thomas Bissell, M.A., Ph.D., D.Litt., LL.D., F.R.S.C., Andrew Robertson Gordon, O.B.E., M.A., Ph.D., F.R.S.C., and Raymond Hart Massey, LL.D., Litt.D., D.Hum., D.F.A., and such other persons as may hereafter become Master and Fellows of Massey College, are hereby created a body corporate with perpetual succession and a common seal under the name of "The Master and Fellows of Massey College", hereinafter called the Corporation.

3. (1) There shall be a head of the Corporation who shall be known as "the Master".

(2) The first Master is William Robertson Davies, B.Litt. (Oxon.), LL.D., D.Litt., and his successors in that office shall be elected from time to time by the Fellows of Massey College, subject to a confirming appointment by the University of Toronto.

4. The President of the University of Toronto and the Dean of the School of Graduate Studies of the University of Toronto are ex officio Fellows.

5. The objects and purposes of the Corporation are the advancement of learning and,

(a) to maintain a hall of residence to be known as Massey College, for the Junior Fellows of the Corporation who shall be **\*\*students\*\*** of the University of Toronto; and

**\*\*who have already acquired degrees and are studying for further degrees at**

- (b) to complement the functions of the University of Toronto by providing amenities and facilities for a community of scholars, both residential and non-residential,

but do not include the power to conduct teaching courses or to confer degrees.

6. The Corporation has, subject to the Schedule hereto, in addition to the power, rights and privileges mentioned in section 26 of The Interpretation Act, power to purchase or otherwise acquire, take or receive by gift, bequest or devise and to hold and enjoy any estate or property whatsoever, whether real or personal, and to sell, grant, convey, mortgage, lease or otherwise dispose of the same or any part thereof from time to time and as occasion may require and to acquire other estate or property in addition thereto or in place thereof without licence in mortmain and without limitation as to the period of holding.

7. Subject to the Schedule hereto, all property, whether real or personal, heretofore or hereafter granted, conveyed, devised or bequeathed to any person in trust for or for the benefit of the Corporation, subject to any trusts affecting the same, shall be vested in the Corporation.

8. The property, real and personal, vested in the Corporation and any lands and premises leased to and occupied by the Corporation are not liable to taxation for provincial, municipal or school purposes, and are exempt from every description of taxation so long as they are actually used and occupied for the purposes of the Corporation.

9. Real property vested in the Corporation is not liable to be entered upon, used or taken by any municipal or other corporation or by any person possessing the right of taking real property compulsorily for any purpose, and no power to expropriate real property hereafter conferred extends to such property unless in the Act conferring the power it is made in express terms to apply thereto.

10. The Corporation has power to enact statutes and from time to time to repeal, re-enact and amend such statutes for the attainment of the objects and purposes of the Corporation and for the government and operation of Massey College relating to,

- (a) the election of the Master by the Fellows and his term of office, provided that the election of the Master is subject to a confirming appointment by The Governors of the University of Toronto;
- (b) the election of Fellows and their term or terms of office and their qualification, except the President of the University of Toronto and the Dean of the School of Graduate Studies of the University of Toronto who are ex officio Fellow, provided that the Fellows shall act as such without remuneration;
- (c) the variation of the number of Fellows at any time and from time to time;

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- (d) the election of a Visitor who, when elected, is a Fellow of the Corporation, and the duties, powers and privileges of the Visitor,
- (e) the making of rules and regulations pertaining to,
  - (i) the meetings of the Corporation,
  - (ii) the election of officers, including the Master,
  - (iii) the appointment of committees and the conferring upon any such committees of authority to act for the Corporation with respect to any matter,
  - (iv) the operation of Massey College,
  - (v) admission to residence and, subject to consultation with The Governors of the University of Toronto, the fixing of rates and charges;
- (f) the salaries and employment of servants;
- (g) the financing of the operation of Massey College;
- (h) the admission of junior Fellows, including the settling of qualifications for admission and the privileges and restrictions relating to junior fellowships.

11. The Corporation has power to invest the funds of the Corporation not immediately required for the purposes of Massey College, subject to any trust or trusts affecting the same, in such investments as the Corporation may in its uncontrolled discretion consider advisable, and the Corporation is not limited to investments authorized by law for trustees, provided that the funds of the Corporation shall be applied for the attainment of the objects and purposes for which the Corporation and Massey College are founded.

12. This Act comes into force on the day it receives Royal Assent.

13. This Act may be cited as The Master and Fellows of Massey College Act, 1960-61.

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STATUTE NO. 7

A Statute relating generally to the affairs of The Master and Fellows of Massey College, including the right to borrow money and to issue securities.

BE IT ENACTED as a Statute of THE MASTER AND FELLOWS OF MASSEY COLLEGE (hereinafter referred to as the "Corporation") as follows:

1. REVOCATION OF FORMER STATUTES

All former Statutes of the Corporation are hereby revoked.

2. SEAT OF THE CORPORATION

The Seat of the Corporation shall be in the City of Toronto in the County of York in the Province of Ontario.

3. SEAL

The corporate seal of the Corporation shall be in the form impressed hereon.

4. GOVERNING BODY

The affairs of the Corporation shall be managed by the Governing Body of the College consisting of the Master and all Fellows who, including ex officio members and the Master, shall be (twenty-one) in number.

not exceed twenty-five (May 11, 1973)

NOT EXCEED TWENTY-SIX (DEC 14, 1983)

5. FELLOWS

(a) Fellows shall be elected at a meeting of the Corporation called for that purpose, and such election shall be by ballot.

(b) The Secretary shall maintain a membership roll of Fellows and shall record their date of election or appointment, the duration of their term and their age.



(c) All Fellows shall be elected for a term of five years, or less, and shall be eligible for re-election.

(d) Whenever Fellows are elected at any meeting of the Corporation in accordance with the provisions of this Statute, such newly elected Fellows shall be entitled to attend and participate in the subsequent proceedings of the meetings of the Corporation at which they are elected.

(e) To resign a Fellow must deliver a written resignation to the Secretary, who shall record the date of such resignation in the membership roll.

(f) A Fellow may be removed at any meeting of the Corporation provided (i) he has received written notice of the intention to remove him; and (ii) there is a majority of those present and voting in favour of his removal.

(g) If a Fellow is removed by a vote of the Corporation, the Secretary shall strike his name from the membership roll.

(h) All rights and privileges of a Fellow shall cease upon the removal of his name from the membership roll.

(i) Fellows shall not have any interest in the assets, property or income of the Corporation.

(j) The Fellows now elected shall be deemed to be duly elected, and their terms to be for the periods for which they were elected at the time of their election.

(k) Notwithstanding anything to the contrary set out in this Statute the following are deemed to be elected ex officio Fellows until their death or resignation:

Mr. Raymond Massey  
Mr. Geoffrey Massey  
Mr. Hart Parkin Vincent Massey

their successors as Fellows to be descendants of Hart Almerin Massey.

6. THE MASTER

(a) The Master shall be head of Massey College (hereinafter "the College") and shall take precedence over all members thereof. It shall be his duty to advance the interests of the College as a center of graduate study, of co-operation between academic and non-academic persons, and as a community of scholars.

(b) The Master shall preside at all meetings of the Corporation and shall be charged with the general supervision of the Corporation including the management of the property and domestic arrangements of the College and the admission, discipline and supervision of its members.

(c) The Master shall reside in the College during the whole of the academic year as defined by the University of Toronto, provided that in the case of his illness, or for any other reasonable cause, the Fellows may free the Master from this obligation for such a period as may be needed.

(d) The Master shall receive a salary and shall be provided with a residence in College free of any charge whatsoever.

(e) The Master shall not hold any office or employment deemed by the Governing Body to be inconsistent with the proper performance of his duties.

(f) The Master shall vacate his office upon the 1st day of July next after he has attained the age of sixty-five years. However, the Fellows may by a majority vote of those present and voting re-elect the Master for one further term not exceeding five years, the duration of this extension being determined at the time of the vote. Such re-election shall take place at a meeting of the Governing Body not earlier than the 1st day of January, nor later than the 31st day of January next before the day on which the Master would, if not re-elected, vacate his office under the provisions of this paragraph. The Master shall not be present at a vote respecting his re-election.

(g) To resign the Master must deliver a written resignation to the Secretary setting out that he intends to resign at a date which (except by the consent of the Fellows) shall not be earlier than the last day of the academic year in which he tenders his resignation.

(h) The Master may be removed at any meeting of the Corporation providing (i) he has had written notice of the intention to remove him; and (ii) that two-thirds of the Fellows present and voting at the meeting are in favour of his removal.

(i) If the Mastership becomes vacant, then the senior of the Fellows in age and service, excepting ex officio Fellows, shall act as Master. For the purposes of this paragraph if two or more Fellows have had equal periods of service, then the elder or eldest of those Fellows shall be deemed to be the person who shall be the acting Master.

(j) If the Mastership becomes vacant for any reason whatsoever a new Master shall be elected in the following manner:

(1) The Secretary shall notify all Fellows of the vacancy.

(2) The Fellows may nominate a candidate for the Mastership, such nomination must be made within one month from the date of the Secretary's Notice.

(3) At the end of one month, the Secretary shall mail to all Fellows a notice containing the names of the candidates to be proposed for the office of Master together with the names of their proposers.

(4) A meeting shall be held within ten days of the mailing of the Notice containing the names of candidates to fill the vacancy.

(5) The vote shall be by way of secret ballot with the candidate receiving the majority of the votes to be deemed to be elected Master.

(6) The person elected shall take office immediately upon confirmation of the appointment by the Governors of the University of Toronto.

(k) When the office of Master is about to become vacant at a known date by resignation or retirement an election may be made not more than six months before the date of the vacancy and the procedure shall be the same as if the office were already vacant.

(l) In the case of a pre-election the existing Master shall not be present at a meeting concerning the election of his successor.

(m) The Master shall not have any interest in the assets, property or income of the Corporation.

7. OFFICERS

(a) The Corporation shall elect or appoint a Secretary, a Bursar, a Librarian and such further and other officers, agents or officials as it deems necessary. One person may hold more than one office.

(b) The Secretary shall:

- 1) give or cause to be given all notices required to be given to the Governing Body and members of committees,
- 2) attend and keep the minutes of all meetings of the Corporation and committees appointed thereby,

- 3) maintain a membership roll of all Fellows,
- 4) be the custodian of the Corporate Seal of the Corporation and its minute books, and
- 5) be authorized to sign all minutes, statutes, declarations, documents as are required to be signed on behalf of the Corporation.

(c) The Bursar shall:

- 1) keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation,
- 2) be the custodian of all books of account, papers, records, documents and other instruments belonging to the Corporation other than those mentioned elsewhere in this Statute,
- 3) control the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation,
- 4) render to the Governing Body whenever required an account of all his transactions and of the financial position of the Corporation.
- 5) supervise the financial and accounting affairs of the Corporation,
- 6) be responsible for the employment and activities of any and all of the domestic staff,
- 7) supervise the dining rooms and any leased facilities of the College,
- 8) enter into leases or arrangements to lease part or parts of the College, and
- 9) perform such further and other duties as may from time to time be prescribed by the Governing Body.

(d) The Librarian shall:

- 1) maintain full and accurate records of all books, periodicals, memorabilia and works of art received by the College,
- 2) order such books and periodicals as he deems necessary,
- 3) be responsible for the general maintenance of the library facilities in the College, and,
- 4) perform such further and other duties as may from time to time be prescribed by the Governing Body.

(e) The Governing Body may, by a majority vote at one of its meetings called for that purpose, remove at their pleasure any officer of the Corporation.

(f) The terms of employment and remuneration, if any, of the officers appointed by the Governing Body shall be settled at the time of appointment and reviewed from time to time by the Governing Body.

(g) The officers appointed who are elected by the Governing Body shall be entitled to receive a salary or stipend for their services, notwithstanding that they may also be Fellows.

8.

STANDING COMMITTEES

(a) The Governing Body shall elect from its number a standing committee consisting of the Master and not less than four Fellows, to advise the Master in matters relating to admission, discipline, supervision, property and domestic arrangements, with power to make ad hoc decisions and to amend and rescind such decisions.

(b) The Standing Committee shall meet not less than once a month during the academic term as defined by the University of Toronto.

(c) The Standing Committee shall keep minutes of all its meetings and decisions.

(d) A quorum shall consist of three of the members.

9. MEETINGS

(a) The Annual Meeting of the Corporation shall be held at such time and on such day in each year as the Governing Body may from time to time determine for the following purposes:

- 1) to review the balance sheet for the financial year,
- 2) to receive a general statement of income and expenditures for the financial period upon the date of the balance sheet,
- 3) to receive the report of auditors to the Corporation,
- 4) to appoint the auditor, and fix or authorize the Governing Body to fix the auditors' remuneration, and
- 5) for the transaction of such further and other business as may properly be brought before the meeting.

(b) Meetings of the Governing Body shall be held from time to time at such place and time as the Master or any two Fellows may determine and the Secretary shall call meetings when directed or authorized by the Master or any two Fellows.

(c) Notice of every meeting so called shall be given to the Master and to each Fellow not less than twenty-four hours before the time when the meeting is to be held, save that no notice of meeting shall be necessary if the Master and all the Fellows are present or if those not present have waived notice or otherwise signified their consent to the holding of such meeting.

(d) At all meetings of the Corporation every question shall be decided by a majority of the votes cast on the question and in the case of an equality of votes the Master or other Chairman of the meeting shall be entitled to a second or casting vote.

(e) Eight members of the Governing Body present in person shall constitute a quorum for the transacting of business at any meeting of the Corporation.

10. NOTICES

(a) Any notice, communication or other document to be given by the Corporation to the Master, a Fellow, officer or auditor of the Corporation by law or under any provisions of the special act incorporating the Corporation or its statutes shall be sufficiently given if delivered personally to the person to whom it

is to be given if delivered to his last address as recorded in the book of the Corporation or is mailed by prepaid ordinary or air mail in a sealed envelope addressed to him at his last address as recorded in the books of the Corporation or if sent by any means of wire or wireless or any other form of transmitted or recorded communication. The Secretary may change the address on the books of the Corporation of the Master or of any Fellow in accordance with any information believed by him to be reliable. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given when deposited in a post office or public letter box; and notice sent by means communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for despatch.

(b) In computing the date when notice must be given by law or under any provisions of the special act incorporating the Corporation or its statutes requiring a specified number of days notice of any meeting or other event the date of giving the notice and the date of the meeting or other event shall be excluded.

(c) The accidental omission to give any notice to the Master or to any Fellow, officer or auditor or the non-receipt of any notice by the Master or any Fellow, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

(d) The Master or any Fellow, officer or auditor may waive any notice required to be given under any provisions of the special act incorporating the Corporation or its statutes or of the Corporations Act and such waiver, whether given before or after the meeting or other event of which notice is required to be given shall cure any defect in giving such notice.

## 11.

### AUDITORS

(a) The Corporation shall at each annual meeting appoint auditors to hold office until the next annual meeting and the auditors shall be a firm of chartered accountants or certified public accountants practising the said City of Toronto.

(b) The auditors of the Corporation shall have right of access at all times to all records, documents, books, accounts and vouchers of the Corporation and are entitled to require from the Governing Body and officers of the Corporation such information and explanations as may be necessary for the performance of the duties of auditors.

(c) The auditors shall make a report at each annual meeting on the accounts examined by them and on every balance sheet laid before the Governing Body at such annual meeting during the tenure of office of such auditors and the reports of the auditors shall contain the statements required by law.

12. YEAR END

Unless otherwise ordered by the Governing Body the financial year of the Corporation shall end on the 30th day of April in each and every year. (amended November 22, 1974)

13. BANKING ARRANGEMENTS AND CONTRACTS

(a) The banking business of the Corporation or any part thereof may be transacted with such chartered bank of Canada, trust company or other firm or corporation carrying on banking business as the Governing Body may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the Governing Body may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Corporation's accounts; the making, signing, drawing,

accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate its banking business.



(b) The Master of a Fellow acting with the Secretary or the Bursar or another Fellow are authorized and empowered to sell, assign and transfer shares, stocks, bonds, debentures, debenture stock and other securities on behalf of the Corporation with full power to appoint an attorney or attorneys (with full power of substitution) for the purpose of completing any such sale, transfer, assignment or acceptance on the records.

(c) Deeds, transfers, assignments, contracts and obligations on behalf of the Corporation may be signed by the master or a Fellow and by the Secretary or the Bursar or another Fellow and the corporate seal shall be affixed to such instruments as require the same.

(d) The Governing Body may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, assignment, contract or obligation or any class of deeds, transfers, contracts or obligations of the Corporation may or shall be signed.

(e) The Governing Body may from time to time:

(i) borrow money upon the credit of the Corporation in such amounts and upon such terms as may be deemed necessary;

(ii) issue bonds, debentures, debenture stock or other like liabilities of the Corporation whether constituting a charge on the property of the Corporation or not, for such amounts and upon such terms as may be deemed expedient, and pledge or sell the same for such sums and at such prices as the Master and Fellows may determine;

(iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation present or future including book debts and unpaid calls, rights, powers, franchises and undertaking to secure any such bonds, debentures, debenture stock or other like liabilities or any money borrowed or other debt or any other obligation or liability of the Corporation.

14. PROTECTION OF THE MASTER, FELLOWS AND OFFICERS

No Master, Fellow, or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any

other Master, Fellow or officer, or for joining in any receipts or other acts for conformity or for any loss or expense happening to the Corporation through the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of the judgment or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

15. INDEMNITY OF THE MASTER, FELLOWS AND OFFICERS

Every Master, Fellow or officer of the Corporation and his heirs, executors and administrators and estate and effects respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

1) all costs, charges and expenses whatsoever which such Master, Fellow or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him in or about the execution of the duties of his office;

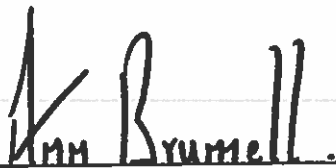
2) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

16. INTERPRETATION

In this Statute and all other statutes of the Corporation words importing the singular number also include the plural and vice versa; words importing the masculine gender shall

include the feminine and neuter genders; words importing persons shall include companies, corporations, partnerships and any number or aggregate of persons; the Seat of the Corporation shall mean the Head Office; "The Corporations Act" shall mean The Corporations Act, R.S.O. 1960, Chapter 71 and amendments thereto, or any act that may hereafter be substituted thereof.

WITNESS the Corporate Seal of the Corporation this 27th day of November, 1970.



Secretary



Master

## THE OFFICE OF VISITORS

### 1. Visitation

It shall be the duty of the Visitor once a year, without any request or application from the Master and Fellows, to visit the College for the purpose of ascertaining whether the Statutes are being observed. Additional Visitations may be made at the discretion of the Visitor.

### 2. Construction of Statutes

As often as any question shall arise on which the Master and Fellows shall be unable to agree, depending wholly or in part on the construction of the Statutes of the College, the Master of any three of the Fellows may submit the same to the Visitor and he shall declare what is the true construction of such Statute or Statutes with reference to the case submitted to him.

### 3. Appeals

The master or any Fellow if he shall conceive himself aggrieved by any act or decision of the Corporation, or any Junior Fellow who may have been disciplined or deprived of his Junior Fellowship, may appeal against such act or decision or sentence, to the Visitor. The Visitor shall adjudicate on the appeal, and may disallow and annul such act or decision, and reverse or vary such fine or deprivation, as he shall deem just.

### 4. Power of Confirmation

The Visitor shall have power at any time in his discretion, on the application or request of the Master and any three of the Fellows, to make valid and confirm anything done that might be done under the Statutes of the College, but which by reason of any irregularity or omission or other matter whatsoever preliminary thereto or connected therewith may be invalid or of doubtful validity, provided that in the judgment of the Visitor such irregularity or omission or other matter is not of substantial importance with reference to the thing proposed to be made valid or confirmed.

### 5. Binding Force of Visitor's Decisions

Any decision given by the Visitor under these Statutes shall be binding on the College and on the Master and Fellows and Junior Fellows and College officials and on every person affected by the Statutes of the College.

May 10, 1974