

STATUTE NO. 8

The By-laws of Massey College

A Statute relating generally to the affairs of The Principal and Fellows of Massey College, including the right to borrow money and to issue securities, made pursuant to the authority granted in “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”, 2nd Session, 26th Legislature, Ontario 9-10 Elizabeth II, 1960-61 (the “**Act**”), as amended.

BE IT ENACTED as a Statute of THE PRINCIPAL AND FELLOWS OF MASSEY COLLEGE (hereinafter referred to as the “**College**”), which may be referred to as the “**By-laws**” of the College, as follows:

1. REVOCATION OF FORMER STATUTES

All former Statutes of the College are hereby revoked.

2. REGISTERED OFFICE OF THE COLLEGE

The registered office of the College shall be in the City of Toronto in the Province of Ontario.

3. SEAL

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

4. GOVERNANCE

(a) The affairs of the College shall be managed by the Governing Board of the College (the “Governing Board”) consisting of a maximum of twenty-eight (28) Members of the Governing Board:

(i) twenty-one (21) elected Members of the Governing Board;

(ii) ex officio the President of the University of Toronto or a designate (as provided for in the Act);

(iii) ex officio the Dean of the School of Graduate Studies at the University of Toronto (as provided for in the Act);

(iv) ex officio the Visitor (as provided for in the Act).

(v) ex officio up to three (3) representatives of The Massey Foundation (as provided for in subsection 5(1) of this By-Law); and

(vi) ex officio the Principal (as provided for in subsection 6(c) of this By-Law)

(b) The College shall have one (1) class of Members who shall be Members by virtue of being Members of the Governing Board pursuant to section 4(a) of this By-Law and who shall cease to be Members when they cease to be a Member of the Governing Board pursuant to section 4(a) of this By-Law. Members shall not have

any interest in the assets, property or income of the College. The Secretary shall maintain a roll of Members.

5. MEMBERS OF THE GOVERNING BOARD

- (a) Members of the Governing Board (other than ex officio Members of the Governing Board) shall be elected at a meeting of the Members called for that purpose, and such election shall be by ballot.
- (b) An individual elected or appointed to hold office as a Member of the Governing Board shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Member of the Governing Board has been re-elected or reappointed where there is no break in the Member of the Governing Board's term of office. If an elected or appointed Member of the Governing Board consents in writing after the ten (10) day period referred to in this subsection, the election or appointment is valid.
- (c) An individual is disqualified from being a Member of the Governing Board if they:
 - (1) are under eighteen (18) years old;
 - (2) are a person who has been found under the *Substitute Decisions Act, 1992* (Ontario) or under the *Mental Health Act* (Ontario) to be incapable of managing property;
 - (3) are a person who has been found to be incapable by any court in Canada or elsewhere;
 - (4) have the status of a bankrupt..

A Governing Board decision as to whether or not an individual is qualified to be a Member of the Governing Board is final.

- (d) The office of a Member of the Governing Board shall be automatically vacated if the Member of the Governing Board:
 - (1) dies;
 - (2) resigns in writing in accordance with subsection 5(g) of this By-Law;
 - (3) in the case of an elected Member of the Governing Board, is removed by the Members in accordance with subsection 5(h) of this By-Law);
 - (4) in the case of an ex officio Member of the Governing Board, no longer holds the office by virtue of which the office of Member of the Governing Board is held;
 - (5) becomes disqualified under subsection 5(c) of this By-Law.
- (e) The Secretary shall maintain a roll of Members of the Governing Board and shall record their date of election or appointment and the duration of their term.

- (f) All elected Members of the Governing Board shall be elected for a term of four (4) years, or less, and shall be eligible for re-election for a further term of four (4) years, provided that no elected Member of the Governing Board shall serve as a Member of the Governing Board for longer than eight (8) consecutive years.
- (g) To resign a Member of the Governing Board must deliver a written resignation to the Secretary, who shall record the date of such resignation in the relevant rolls.
- (h) Elected Members of the Governing Board may be removed at any special meeting of the Members provided (i) they have received written notice of the intention to remove them; and (ii) there is a majority of those present and voting in favour of their removal.
- (i) If an elected Member of the Governing Board is removed by a vote of the Members, the Secretary shall strike their name from the relevant rolls.
- (j) All rights and privileges of a Member of the Governing Board shall cease, in the case of a resignation, upon the date of their resignation as recorded in the relevant roll, or, in the case of a removal, upon the removal of their name from the relevant roll.
- (k) Elected Members of the Governing Board 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.
- (l) Current representatives of The Massey Foundation shall be deemed to be named as ex officio Members of the Governing Board until each of their offices is vacated in accordance with subsection 5(d) of this By-Law at which time their respective successors shall consist of directors of The Massey Foundation who are designated by The Massey Foundation as holding the office of “Massey College Representative” within The Massey Foundation.

6. THE PRINCIPAL

- (a) The Principal shall be the head of the College. It shall be their duty to advance the interests of the College as a center of graduate study, of co-operation between academia and the public, and as a community of scholars from all disciplines.
- (b) The Principal shall be appointed for a fixed term, renewable, on the recommendation of a duly constituted committee pursuant to approved policies.
- (c) The Principal shall be a Member of the Governing Board (except that the Principal shall not attend in camera sessions of the Governing Board that review the on-going evaluation of management or the evaluation of their performance) and shall be charged with the general supervision of the College including the management of the property and domestic arrangements of the College and the admission, discipline and supervision of its Members.
- (d) The Principal 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 illness, or for any other reasonable cause, the Chair of the Governing Board may free the Principal from this obligation for such a period as may be needed.

- (e) The Principal shall receive a salary and shall be provided with a residence in College free of any charge.
- (f) The Principal shall not hold any office or employment deemed by Chair of the Governing Board to be inconsistent with the proper performance of their duties.
- (g) The Principal shall not have any interest in the assets, property or income of the College.
- (h) To resign the Principal must deliver a written resignation to the Chair of the Governing Board setting out that they intend to resign at a date which except with the consent of the Chair of the Governing Board shall not be earlier than the last day of the academic year in which the Principal tenders their resignation.
- (i) The Principal may be removed at a meeting of the Governing Board) providing (i) they have had written notice of the intention to remove them following the recommendation of a duly constituted committee pursuant to approved policies; and (ii) that a two-thirds majority of the Members of the Governing Board present and voting at the meeting are in favour of the removal.
- (j) If the Principalship becomes vacant, the Chair of the Governing Board shall appoint an acting Principal pending the appointment of a new Principal.

7.

OFFICERS

- (a) The Governing Board shall appoint a Chair of the Governing Board. The Governing Board, on the recommendation of the Principal, shall appoint a Secretary, a Bursar and such further and other officers, agents or officials as it deems necessary. One (1) person may hold more than one (1) office (except for the office of the Chair of the Governing Board).
- (b) The Secretary shall:
 - (1) give or cause to be given all notices required to be given to the Governing Board and members of committees,
 - (2) attend and keep the minutes of all meetings of the Governing Board and committees appointed thereby,
 - 1) maintain a membership roll of all Members of the Governing Board,
 - 2) maintain a membership roll of all Members,
 - 3) be the custodian of the corporate seal of the College and its minute books, and
 - 4) be authorized to sign all minutes, by-laws (statutes), declarations, documents as are required to be signed on behalf of the College.
- (c) The Bursar shall:
 - 1) keep full and accurate books of account in which shall be recorded all receipts and disbursements of the College,

- 2) be the custodian of all books of account, papers, records, documents and other instruments belonging to the College other than those mentioned elsewhere in this By-Law,
 - 3) control the deposit of money, the safekeeping of securities and the disbursement of funds of the College,
 - 4) render to the Governing Board whenever required an account of the financial position of the College,
 - 5) supervise the financial and accounting affairs of the College,
 - 6) be responsible for the employment and activities of the staff, and of the facilities of the College, and
 - 7) perform such further and other duties as may from time to time be prescribed by the Governing Board, on the recommendation of the Principal.
- (d) The terms of employment and remuneration, if any, of the officers appointed shall be settled at the time of appointment and reviewed from time to time by the Principal.

8. COMMITTEES

- (a) The Governing Board shall elect from its number an Executive Committee and delegate such authority to it from time to time as it sees fit in accordance with the provisions of the *Not-for-Profit Corporations Act, 2010* (Ontario) (the “**NFPCA**”).
- (b) The Governing Board may also constitute from time to time such other committees as it determines. The Governing Board shall appoint members of committees in accordance with the policies and procedures established by the Governing Board from time to time; for greater certainty, persons who are not Members may be appointed to any committee.

9. MEETINGS

- (a) The Annual Meeting of the Members shall be held at such time and on such day in each year as the Governing Board may from time to time determine in accordance with subsection 9(b) of this By-Law for the following purposes:
 - (1) to receive the annual financial statements for the financial year,
 - (2) to receive the report of the auditor,
 - (3) to appoint the auditor, which shall be a firm of Chartered Professional Accountants practicing in the Province of Ontario, and fix or authorize the Governing Board to fix the auditor’s remuneration,
 - (4) to elect Members of the Governing Board (other than ex officio Members of the Governing Board) to fill such positions as are available, and
 - (5) for the transaction of such further and other business as may properly be brought before the meeting.

- (b) The Annual Meeting of the Members and any Special meeting of the Members shall be called by the Governing Board and shall be held and conducted in the same manner as meetings of the Governing Board except that not less than 10 days' and not more than 50 days' notice of the meeting shall be given to all Members (unless waived) and eight (8) Members shall constitute a quorum for the transaction of business at any such meeting. Notice shall be sent to each Member, and to the auditor.
- (c) Meetings of the Governing Board shall be held from time to time at such place and time as the Principal or any two (2) Members of the Governing Board may determine, and the Secretary shall call meetings when directed or authorized by the Chair of the Governing Board, the Principal or any two (2) Members of the Governing Board.
- (d) Notice of every meeting of the Governing Board so called shall be given to the Principal and to each Member of the Governing Board 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 Principal and all the Members of the Governing Board are present or if those not present have waived notice or otherwise signified their consent to the holding of such meeting.
- (e) Eight (8) Members of the Governing Board shall constitute a quorum for the transacting of business at any meeting of the Governing Board.
- (f) At all meetings of the Members and at all meetings of the Governing Board 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 chair of the meeting shall be entitled to a second or casting vote.
- (g) Meetings of the Governing Board and its committees may be held by electronic means or in hybrid format (in person with the possibility of electronic attendance).

10.

NOTICES

- (a) Any notice, communication or other document to be given by the Governing Board to the Principal, a Member, officer or auditor of the College by law or under any provisions of the Act or this By-Law shall be sufficiently given if delivered personally to the person to whom it is to be given if delivered to their last address as recorded in the book of the College or is mailed by prepaid ordinary or air mail in a sealed envelope addressed to them at their last address as recorded in the books of the College or by electronic means in accordance with the *Electronic Commerce Act, 2000* (Ontario). The Secretary may change the address on the books of the College of the Principal or of any Member in accordance with any information believed by them 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 electronic means in accordance with the *Electronic Commerce Act, 2000* (Ontario) shall be deemed to have been given when sent.
- (b) In computing the date when notice must be given by law or under any provisions of the Act or this By-Law or the NFPCA a period of days is deemed to commence

on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday in Ontario, the period terminates at midnight of the next day that is not a holiday.

- (c) The accidental omission to give any notice to the Principal or to any Member, officer or auditor or the non-receipt of any notice by the Principal or any Member, officer or auditor of 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 Principal or any Member, officer or auditor may waive any notice required to be given under any provisions of the Act or this By-Law or of the NFPCA 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. YEAR END

Unless otherwise ordered by the Governing Board, the financial year of the College shall end on the 30th day of April in each and every year.

12. BANKING ARRANGEMENTS AND CONTRACTS

- (a) The banking business of the College or any part thereof may be transacted with such bank, trust company or other firm or corporation carrying on an authorised banking business as the Governing Board 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 College's behalf by such one or more officers and/or other persons as the Governing Board 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 College'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 College; 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 College's behalf to facilitate its banking business.
- (b) The Principal or a Member of the Governing Board acting with the Secretary or the Bursar or another Member of the Governing Board are authorized and empowered to sell, assign and transfer shares, stocks, bonds, debentures, debenture stock and other securities on behalf of the College 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 College may be signed by the Principal or a Member of the Governing Board and by the Secretary or the Bursar or another Member of the Governing Board and the corporate seal shall be affixed to such instruments as require the same.
- (d) The Governing Board 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 College may or shall be signed.

- (e) The Governing Board may from time to time:
- (1) borrow money upon the credit of the College in such amounts and upon such terms as may be deemed necessary;
 - (2) issue, reissue, sell or pledge debt obligations of the College, for such amounts and upon such terms as may be deemed expedient, and pledge or sell the same, in each case for such sums and at such prices as the Principal and Members of the Governing Board may determine; and
 - (3) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the real or personal property of the College present or future including book debts, 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 College.

13. PROTECTION OF THE PRINCIPAL, MEMBERS OF THE GOVERNING BOARD AND OFFICERS

No Principal, Member of the Governing Board or officer of the College shall be liable for the acts, receipts, neglects or defaults of any other Principal, Member of the Governing Board or officer, or for joining in any receipts or other acts for conformity or for any loss or expense happening to the College through the insufficiency or deficiency of any security in or upon which any of the monies of the College 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 College shall be deposited, or for any loss occasioned by any error of the judgment or oversight on their part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto unless the same shall happen through their own dishonesty.

14. INDEMNITY OF THE PRINCIPAL, MEMBERS OF THE GOVERNING BOARD AND OFFICERS; INSURANCE

- (a) The Principal and every Member of the Governing Board or officer of the College, and every former Principal, Member of the Governing Board or officer of the College, shall be indemnified and saved harmless out of the College's funds from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the College.
- (b) The College may advance money to the Principal or a to a Member of the Governing Board or officer of the College or other individual referred to in this section for the costs, charges and expenses of an action or proceeding referred to in this section, but the individual shall repay the money if the individual does not fulfil the conditions set out in subsection 14(c) of this By-Law.

- (c) The College shall not indemnify an individual under this section unless,
- (1) the individual acted honestly and in good faith with a view to the best interests of the College; and
 - (2) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- (d) Subject to the *Charities Accounting Act* (Ontario) and the regulations made thereunder, the College may purchase and maintain insurance for the benefit of an individual referred to in this section, against any liability incurred by that individual in the individual's capacity as a Member of the Governing Board or an officer of the College.

15. THE VISITOR.

The Visitor serves as an ambassador of the College to the wider community, and as distinguished advisor to the Principal. The Visitor participates as appropriate in the life of the College and undertakes such assignments as may be agreed with the Principal or the Governing Board. The Visitor is elected by the Governing Board for a term of three (3) years, renewable. The Visitor, when elected, is a Member of the Governing Board.

16. AMENDMENT

This By-Law may be amended by a majority vote of the Members present and voting, provided that written notice of the proposed amendment shall have been given to the Members at a previous meeting of the Governing Board.

17. INTERPRETATION

In this By-Law, words importing the singular number also include the plural and vice versa; words importing any gender shall be gender neutral; words importing persons shall include companies, corporations, partnerships and any number or aggregate of persons.

WITNESS the Corporate Seal of the College this 10th day of October 2023.



Chair of the Governing Board