

**The BY-LAWS OF THE CORPORATION OF
IONA COLLEGE**

The following by-laws relate generally to the transaction of the business and affairs of IONA COLLEGE.

BE IT ENACTED as the by-laws of the Corporation of IONA COLLEGE that:

HEAD OFFICE

1. The Head Office of the Corporation shall be in the City of Windsor, in the Province of Ontario, and at such place therein as the Board of Directors may from time to time determine.

SEAL

2. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

MEMBERSHIP OF THE CORPORATION

3. The membership of the Corporation of Iona College shall consist of the applicants for the incorporation of the Corporation and of such other individuals and of such corporations, partnerships, and other legal entities as are from time to time admitted as members by the Board of Directors.

The Chairperson, Secretary, and Treasurer of Essex Presbytery of the United Church of Canada shall be members *ex officio* of the Corporation, and each of such persons shall cease to be a member *ex officio* of the Corporation upon ceasing to be such an officer.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.

Each member in good standing shall be entitled to one (1) vote on each question arising at any annual or special general meeting of the membership. Corporations, partnerships, and other legal entities may vote through a duly authorized proxy.

The Secretary shall promptly inform each member of his or her admission as a member.

MEMBERSHIP DUES

4. There shall be annual membership dues of one (1) dollar per year normally payable by members at the assembly of the annual meeting of the Corporation. Such dues are payable before the commencement of the annual meeting. The notice of payment of dues shall be given with the notice of the call of the annual meeting.

ANNUAL AND SPECIAL MEETINGS OF MEMBERS

5. The annual or any special general meeting of the members shall be held at such time and at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine.

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement, and the report of the accountants/auditors shall be presented. Further, appropriate elections related to the Board of Directors shall be conducted and accountants/auditors for the ensuing year appointed. The members may consider and transact any business either special or general, without any notice thereof at any meeting of the members. The Board of Directors, the President, and the Vice-President shall have power to call at any time a special general meeting of the members of the Corporation. No public notice or advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid post, fax, or other electronic means,

ten (10) days before the time fixed for the holding of such meeting. Provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat, or in the case of members who are corporations, partnerships, or other legal entities represented by proxy duly appointed, at such meeting any business of the Corporation may be transacted.

BOARD OF DIRECTORS

6. The affairs of the Corporation shall be managed by a Board of Directors not less than twelve (12) and no more than twenty-one (21) persons each of whom, at the time of his or her election or within ten (10) days thereafter and throughout the term of his or her office, shall be a member of the Corporation and each of whom shall have been first approved by London Conference of the United Church of Canada. At least a majority of the Board of Directors shall be members of The United Church of Canada. Included in the numbers of the Board of Directors shall be at least one (1) student Director from each formally constituted Iona College student group in current existence. Each Director shall be elected to a three-year term in such a manner that approximately one-third of the Board of Directors shall be retired at each annual meeting. Directors retiring from the Board are eligible for re-election if otherwise qualified; however, no Director shall exceed five (5) terms of membership or fifteen (15) total years on the Board of Directors. Periodically, and in the case of students, Directors may be elected for terms less than three years to replace members who have resigned, to replace student members, or to ensure a balanced rotation of the Board of Directors as the case may be. The election of Directors may be by a show of hands unless a ballot be demanded by any Corporation member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect any person in the Director's stead for the remainder of his or her term. Directors consistently failing to attend meetings of the Board of Directors shall render themselves liable to removal as a Director upon the Resolution of the Board of Directors alone.

VACANCIES ON THE BOARD OF DIRECTORS

7. Vacancies on the Board of Directors, however caused, may so long as a sufficient number of Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members of the Corporation at which the Directors for the ensuing year are elected, but if there is not a minimum of Directors, the remaining Directors shall forthwith call a meeting of the general membership to fill the vacancy.

QUORUM AND MEETINGS OF BOARD OF DIRECTORS

8. A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President, the Vice-President, the Second Vice-President, or by the Secretary on direction of the President, the Vice-President, the Second Vice-President, or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be delivered, telephoned, or otherwise electronically delivered to each Director not less than two days before the meeting is to take place or shall be mailed to each Director not less than three days before the meeting is to take place. The statement of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any months for regular meetings at an hour to be named and of such regular meeting no notice needs to be sent. A Directors' meeting may also be held, without notice, immediately following the annual general meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.

ERROR IN NOTICE, BOARD OF DIRECTORS

9. No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any Director may at any time waive notice of any such meeting and may ratify and approve of all or any proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

10. The President shall have an original vote, but shall not have a second or casting vote except if required to break a tie. Questions arising at any meeting of Directors shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, the duties may be performed by the Vice-President or by any other Director as so requested by the aforementioned offices.

POWERS OF THE BOARD OF DIRECTORS

11. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and all such other acts and things as the Corporation is by its charter or otherwise to exercise and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and/or other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

REMUNERATION OF DIRECTORS

12. The Directors shall receive no remuneration for acting as such.

OFFICERS OF THE CORPORATION ON THE BOARD OF DIRECTORS

13. There shall be a President, a Vice-President, a Second Vice-President, a Secretary, and a Treasurer. In lieu of a Secretary and a Treasurer, a Secretary-Treasurer may be appointed. The Board of Directors may determine other officers of the Board by by-law or custom from time to time. One person may hold more than one office except for the offices of the President, the Vice-President, and the Second Vice-President. The President, the Vice-President, and the Second Vice-President shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors in such cases when their term is due, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. The length of term of the office of the President, Vice-President, and Second Vice-President is normally consistent with the three year term of the Director concerned; and re-election to a new term requires re-election to the office in question to a maximum of two (2) terms or the equivalent of six (6) years in the service of one such office. The other officers of the Corporation, excepting the Secretary and Treasurer, need not to be members of the Board, and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board.

THE CHANCELLOR OF IONA COLLEGE

14. The Chancellor of Iona College shall be a member of The United Church of Canada with good standing and shall promote the College within the larger community. The Chancellor shall be ex officio a non-voting member of the Board of Directors and ex officio a non-

voting member of its Executive. The Chancellor shall fulfill a public and ceremonial role for the College. The Chancellor of Iona College is a three-year honorary position subject to one renewal term. The Chancellor's function is ceremonial on public occasion related to the Church or College, particularly such functions as graduation ceremonies and as the conferring of certificates or degrees. The Chancellor may be called upon by the Board of Directors to fulfill other functions as may suit the Chancellor and the College mutually in matters pertaining to the overall health, stability, and long-term interests of Iona College.

THE PRESIDENT OF THE CORPORATION OF IONA COLLEGE

15. There shall be one President of the Corporation of Iona College who shall be a member of the Board of Directors. The President shall be charged with the general management and supervision of the affairs and operations of the Corporation and shall be the chief executive officer of the Corporation. He or she shall be *ex officio* a member of all standing committees and shall have the usual powers and duties of supervision and management vested in the office of the President of a Corporation. The President with the Secretary or other officer appointed by the Board of Directors for the purpose shall sign all by-laws and membership certificates. The President shall be a member of the Executive and shall, if present, chair all meetings of the members of the Corporation, the Board of Directors, and the Executive.

THE VICE-PRESIDENT OF THE CORPORATION

16. There shall be one Vice-President of the Corporation of Iona College who shall be a member of the Board of Directors. The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President. The Vice-President shall be a member of the Executive and shall have such other duties as the Board may from time to time be assigned to him or her. The office of the Vice-President shall also serve as the office of the President-elect.

THE SECOND VICE-PRESIDENT OF THE CORPORATION

17. There shall be one Second Vice-President of the Corporation of Iona College who shall be a member of the Board of Directors. The Second Vice-President shall be vested with all the powers and shall perform all the duties of the Vice-President in the absence or disability or refusal to act of the Vice-President. The Second Vice-President shall be a member of the Executive and shall have such other powers and duties as the Board may from time to time assign to him or her. The office of the Second Vice-President shall not assume the office of the President-elect nor shall it serve as Vice-President elect.

THE SECRETARY OF THE CORPORATION

18. There shall be one Secretary of the Corporation of Iona College who shall be a member of the Board of Directors. The Secretary shall be *ex officio* clerk of the Board of Directors, shall attend all meetings of the Board of Directors, and shall record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall issue or shall oversee the issuing by an employee of the Corporation all notices required to be issued to members and to directors, shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts, and other documents belonging to the Corporation which he or she shall deliver up only when authorized by resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution. The Secretary shall be a member of the Executive and shall perform such other duties as the Board may determine from time to time.

THE TREASURER OF THE CORPORATION

19. There shall be one Treasurer of the Corporation of Iona College who shall be a member of the Board of Directors. The Treasurer, or person performing the usual duties of a Treasurer, shall act to keep or oversee an employee expressly designated to keep the full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account. The Treasurer shall act to deposit or oversee the deposit all money or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse or oversee the disbursement of the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers thereof, and shall render to the Board of Directors at the regular meetings or whenever required an account of all the financial transactions and the financial position of the Corporation. The Treasurer shall be a member of the Executive and shall perform such other duties the Board may determine from time to time.

THE PAST PRESIDENT OF THE CORPORATION

20. The duties of the Past President normally include membership on the Executive of the Board of Directors but may be otherwise mutually determined by the custom of the Board of Directors. The Past President shall be a member of the Board of Directors except in those instances when the end of the terms of service totaling the maximum of fifteen years (15) coincides with the end of the term as President. In such cases, the Past President shall continue neither as a Director nor as a member of the Executive.

DUTIES OF OTHER OFFICERS

21. The duties of all other officers of the Corporation shall be such as the terms of their engagement agreed to by the Board of Directors.

EXECUTION OF DOCUMENT

22. Deeds, transfers, licenses, contracts, and engagements on behalf of the Corporation shall be signed by the President or the Vice-President or the Second Vice-President and by the Secretary; the Secretary shall affix the seal of the Corporation to such instruments as require the same. In the absence of the Secretary or when the Secretary is unable or unwilling to act, all instruments in writing and other documents referred to herein shall be signed in the place and stead of the Secretary by the Treasurer or, in absence of the Treasurer, a Director so authorized by the Board of Directors. The Treasurer or said Director shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, the Vice-President, the Second Vice-President, and the Treasurer or by any person authorized by the Board of Directors.

The President, the Vice-President, the Second Vice-President, the Directors, the Secretary or Treasurer, or any one of them, or any person or persons from time to time designed by the Board of Directors, may transfer any and all shares of stock, bonds, or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise; and may accept in the name and on behalf of the Corporation transfers or shares of stock, bonds, or other securities from time to time transferred to the Corporation; and may affix the corporate seal to any such transfers or acceptances of transfers; and may make, execute, and deliver under the corporate seal any and all instruments in writing necessary and proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares of stock, bonds, or other securities on the books of any company or corporation.

Notwithstanding any provision to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

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

ERROR OR OMISSION IN NOTICE

24. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director, or officer for any meeting or otherwise, the address of any member, director, or officer shall be the last address recorded for that person on the books of the Corporation.

THE DEFINITION OF QUORUM

25. A quorum for the transaction of business at any annual or special meeting of membership or at any Board of Directors' meeting shall consist of a simple majority of the membership or of the Directors.

VOTING OF MEMBERS

26. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one (1) vote, and in the case of members who are corporations, partnerships, or other legal entities, such member may vote by proxy duly appointed. Such a proxy may be a member, and before voting must produce and deposit with the Secretary sufficient appointment in writing from his or her constituent or constituents. No member shall be entitled, either in person or by proxy, to vote at meetings of the Corporation unless he or she has paid all dues or fees, if any, then due.

At all meetings of members, every question shall be decided by a majority of the votes of the members present in person, or in the case of members who are corporations, partnerships, or other legal entities, represented by proxy duly appointed, unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless any member demands a poll. Upon a show of hands, every member having voting rights shall have one (1) vote, and unless a poll is demanded a declaration by the presiding chair shall indicate that a resolution has been carried or not carried. An entry in the minutes to the effect of the decision of the votes accorded in favour of or against such resolution shall be recorded.

The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person, or in the case of members who are corporations, partnerships, or other legal entities, represented by proxy duly appointed, and such poll shall be taken in such manner as the presiding chair shall direct and the result of such a poll shall be deemed the decision of the Corporation in a general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the presiding chair shall be entitled to cast a vote.

FINANCIAL YEAR

27. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the thirty-first (31) day of December in each year.

CHEQUES, ETC.

28. All cheques, bills of exchange, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the

Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the banks forms or settlement of balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

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

NOTICE

30. Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given personally, by reliable electronic means, or by depositing same in a post office or a public letter-box, in a post-paid, sealed envelop addressed to the Director, officer, or member at the address appearing on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid. If electronically relayed, it shall be held sent at the time when confirmation of the said message is indicated. For the purpose of sending any notice the address of any member, director, or officer shall be the last address as recorded on the books of the Corporation.

BORROWING

31. The Directors may from time to time borrow money on the credit of the Corporation; issue, sell or pledge securities of the Corporation; and charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time the Directors may authorize any Director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms, and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporations as the Directors may authorize, and generally to manage, transact, and settle the borrowing of money by the Corporation.

EMPLOYEES OF THE CORPORATION

32. The Corporation may from time to time employ qualified persons to fulfill executive, programming, teaching, secretarial, fundraising, or other activities deemed beneficial to the operation and good management of Iona College. Such positions shall be mutually defined by the Board of Directors and the person or persons employed, and the job-description of such a person or persons shall be worked out with the Board of Directors, a Director's committee expressly constituted for that task, or an employee empowered by the Board to fulfill executive tasks. In the case where the Board of Directors gives executive authority to an employee, that authority shall be explicitly defined and shall remain in effect for the full term of the contract. The Board of Directors shall not act to undermine such authority even while it is understood that final executive authority rests with the Board of Directors.

**CHANGES, ADDITIONS, OR REVISIONS TO THE IONA
COLLEGE BY-LAWS**

33. The By-laws of Iona College may be changed, modified, added to, or revised at any duly constituted special or annual meeting as per article 5 herein with the approval of two-thirds of the voting members present.