



BY-LAW 1

CONCERNING THE GENERAL ADMINISTRATION OF THE COLLEGE

This By-law was adopted for the first time by Resolution Number 020-01 on November 9, 1971 and subsequently amended by Resolution:

- 025-08 May 8, 1972
- 029-08 September 12, 1972
- 037-04 May 8, 1973
- 045-06 February 12, 1974
- 072-07 October 12, 1976
- 080-11 January 6, 1977
- 102-20/21 August 21, 1979
- SM18-01/02 October 15, 1979
- 111-06 June 10, 1980
- 114-03 October 14, 1980
- 118-02 March 10, 1981
- 223-05/06/07 October 13, 1992
- 236-08 April 12, 1994
- 323-03 June 10, 2008
- 344-16 November 30, 2011
- 362-11 October 15, 2014
- 401-04 June 10, 2020
- 408-04 June 15, 2021

BY-LAW 1 – CONCERNING THE GENERAL ADMINISTRATION OF THE COLLEGE

Table of Contents

ARTICLE 1 - GENERAL PROVISIONS	1
1.1 Preamble.....	1
1.2 Definitions.....	1
1.3 Corporate Seat	2
1.4 Corporate Seal	2
2.1 Composition	3
2.2 Vacancy.....	3
2.3 Jurisdiction	3
2.4 Exercise of Powers	5
2.5 Records.....	5
2.6 Election or Appointment of Certain Board Members	6
2.7 Board Meetings	9
ARTICLE 3 - OFFICERS OF THE COLLEGE	14
3.1 Officers.....	14
3.2 Vacancy in the Office of Chairperson or Vice-Chairperson	16
3.3 Chairperson	16
3.4 Vice-Chairperson	16
3.5 Director General.....	16
3.6 Academic Dean	17
3.7 Director of Finance & Legal Affairs	18
3.8 Secretary General	18
3.9 Removal from Office	19
3.10 Delegation	19
ARTICLE 4 - EXECUTIVE COMMITTEE	20
4.1 Members.....	20
4.2 Vacancy.....	20
4.3 Chairperson and Secretary of the Executive Committee	20

4.4	Meetings	20
4.5	Quorum.....	21
4.6	Concordance.....	21
4.7	Report to the Board	21
4.8	Jurisdiction and Powers.....	22
ARTICLE 5 - FINANCIAL AUDIT		23
ARTICLE 6 - SIGNING OFFICERS		23
6.1	Signing Officers	23
6.2	Liability	23
ARTICLE 7 - LEGAL PROCEEDINGS		24
ARTICLE 8 - PROTECTION AND INDEMNIFICATION OF MEMBERS OF THE BOARD OF GOVERNORS		24
ARTICLE 9 – COMING INTO FORCE		24

BY-LAW 1 – CONCERNING THE GENERAL ADMINISTRATION OF THE COLLEGE

ARTICLE 1 - GENERAL PROVISIONS

1.1 Preamble

- 1.1.1 This by-law is known as "By-law 1 – Concerning the General Administration of the College".
- 1.1.2 This By-law deals with the internal administration of the College and sets out in particular:
 - 1.1.2.1 the composition of the Board of Governors and the procedure for election and appointment of its members;
 - 1.1.2.2 the powers of the Board of Governors and its rules of operation;
 - 1.1.2.3 the composition of the Executive Committee, the extent of its powers and its rules of operation;
 - 1.1.2.4 the powers of its officers.
- 1.1.3 This By-law is drafted and must be applied within the framework of the *General and Vocational Colleges Act* (CQLR, chapter C-29) and its amendments and of the regulations issued under the said Act.

1.2 Definitions

In this By-law, the following expressions mean:

- 1.2.1 ACT: *The General and Vocational Colleges Act* (CQLR, chapter C-29) and amendments.
- 1.2.2 COLLEGE: John Abbott College of General and Vocational Education which may be abbreviated to CEGEP John Abbott College, as deemed necessary or expedient.
- 1.2.3 BOARD: The Board of Governors of the College, composed pursuant to Section 8 of the Act (see Annex A attached).

- 1.2.4 MINISTER: The Minister of Higher Education.
- 1.2.5 PARENTS: The father and mother of a student, or any third party to whom parental authority has been assigned.
- 1.2.6 TEACHER: Any person hired in that capacity by the College to provide teaching leading to the granting of teaching units as defined in the College Education Regulations.
- 1.2.7 PROFESSIONAL: Any person hired in that capacity by the College to perform the duties defined in the classification plan for non-teaching professional staff of general and vocational colleges.
- 1.2.8 SUPPORT STAFF: Any person hired in that capacity by the College to perform the duties defined in the classification plan for support staff of general and vocational colleges.
- 1.2.9 STUDENT: Any person registered at the College with the intention of obtaining education or training.
- 1.2.10 OFFICER: Any person designated in Article 3.1.1 of this By-law.
- 1.2.11 BY-LAW: Any by-law adopted by the Board.
- 1.2.12 POLICY: Any policy adopted by the Board.
- 1.2.13 MANAGEMENT PERSONNEL: Any person hired by the College as a member of management staff to fulfil duties within the meaning of the Regulation determining certain conditions of employment of general and vocational college management staff.

1.3 Corporate Seat

The corporate seat of the College is located at 21275 Lakeshore Road, Sainte-Anne-de-Bellevue, as determined by letters patent registered on January 10, 1978, libro 1538, folio 53.

1.4 Corporate Seal

The Seal of the College appears at the bottom of the last page of the present by-law.

ARTICLE 2 - BOARD OF GOVERNORS

2.1 Composition

The Board of Governors is composed of members appointed or elected under the provisions of the Act, as detailed in Annex A attached hereto.

2.2 Vacancy

A vacancy may occur:

- 2.2.1 through the resignation of a member. Any member, except an ex-officio member, may resign by giving written notice to the Secretary General. The resignation takes effect on the day on which the Secretary General receives the said notice or at the time specified in the notice;
- 2.2.2 through loss of the condition required for appointment or election or through expiry of a member's mandate, subject to the provisions of the Act;
- 2.2.3 through the death of a member;
- 2.2.4 through the failure of a member to attend three (3) consecutive meetings of the Board without grounds deemed valid by the Board. This member may be invited to resign through a resolution adopted by a majority of the members in office;
- 2.2.5 through the dismissal or withdrawal of the mandate of either the Director General or the Academic Dean.

The Secretary General shall notify employee groups of any vacancy within their group.

The Secretary General shall notify the Board of any vacancy occurring since the last meeting as well as the Minister with respect to any vacancy of a Minister appointed member.

2.3 Jurisdiction

- 2.3.1 The Board exercises all the rights and powers of the College stipulated in the Act. The Board is the highest authority in the College, and its decisions have precedence over those of any Board Committee or of any member of the College staff, but without prejudice to the rights of third parties. The Board is responsible for strategy and governance and should not deal with operational matters.

- 2.3.2 The role of the Board is carried out through the drafting of policies and by-laws which the College decides to establish. It makes the administrative decisions reserved for it by the Act or by a by-law, as well as those which it reserves specifically for itself.
- 2.3.3 The Board:
- 2.3.3.1 determines the College's mission and orientations and the means required to attain the College's objectives;
 - 2.3.3.2 elects or, as the case may be, appoints the Chairperson and Vice-Chairperson of the Board and the members of the Executive Committee, the Academic Council, the Audit Committee and any other Board committee, determines the term of office of the members thereof and the extent of their powers; *(NOTE: For purposes of clarity, the Board may establish any committee that it deems necessary or advisable.)*
 - 2.3.3.3 hires the Director General and the Academic Dean;
 - 2.3.3.4 determines the duties and obligations of the officers of the College, as well as its agents and employees;
 - 2.3.3.5 approves the organizational structure of the College, the method of administration of management of the College's property, works and operations;
 - 2.3.3.6 subject to Article 4.8.2.11 of this By-law, approves the academic calendar;
 - 2.3.3.7 delivers the programs for which it has received authorization from the Minister;
 - 2.3.3.8 authorizes the taking out of loans and bond issues;
 - 2.3.3.9 adopts budgets and approves financial transactions in accordance with the Financial Regulations, appoints auditors and adopts the College's annual financial report;
 - 2.3.3.10 approves enrolment; determines the conditions of admission for students or for certain categories of students, pursuant to the Act, including fees;
 - 2.3.3.11 recommends to the Minister the sanction of its students' college studies.

2.4 Exercise of Powers

- 2.4.1 Any decision which requires the approval of the Board must be endorsed by a resolution duly proposed and adopted in accordance with the provisions contained in Article 2.7 of the present By-law. Any such decision must subsequently be recorded in the official minutes of the meetings of the Board.

The recording of a Board resolution in the minutes or an extract constitutes *prima facie* proof of its authenticity.

Any decision which does not comply with the first paragraph of the present Article shall not be a decision of the College, shall not be binding on the College and shall entail personal liability of any person implementing such a decision.

The Board shall exercise its powers by simple resolution except for those matters which must be dealt with by by-law, in accordance with the Act, the regulations of the Government and of the Minister.

2.5 Records

The Board must maintain at its corporate seat one or more records in which the following must be kept:

- 2.5.1 the original or a certified copy of its letters patent;
- 2.5.2 a certified copy of the by-laws adopted by virtue of the Act;
- 2.5.3 the minutes of Board and Executive Committee meetings, attaching thereto copies of authorizations or approvals from the Minister, as well as the minutes of the Academic Council and other Board committees;
- 2.5.4 the surname, first name, occupation and address of each Board member, indicating the date of each member's appointment or the date of receipt of the election notice by the Secretary General, and the date on which membership was terminated, attaching, whenever possible, a copy of the appointment by the Minister;
- 2.5.5 the surname, first name and address of each officer of the College;
- 2.5.6 the surname, first name and address of each parent, on the basis of students' registration information;
- 2.5.7 the surname, first name and address of each teacher;
- 2.5.8 the surname, first name and address of each professional;

- 2.5.9 the surname, first name and address of each member of the support staff;
- 2.5.10 the surname, first name and address of each member of the management personnel;
- 2.5.11 the surname, first name, home address, telephone number, semester and number of the program of studies in which the student is registered, admission number and permanent code of each student;
- 2.5.12 debts secured by mortgage, indicating for each debt the principal amount, a brief description of the mortgaged property and the names of creditors or, for bond issues, the name of the trustee;
- 2.5.13 the College's budgets and financial statements for each fiscal year;
- 2.5.14 the annual report of the College's activities for each fiscal year.

The Board may, by resolution, rule on any other entry to be made in its records as well as on the format of its records.

2.6 Election or Appointment of Certain Board Members

The Secretary General is the officer responsible for notifying those whom it may concern of any vacancy or of the expiry of the mandate of one of the members of the Board.

2.6.1 Election of Parent, Faculty, Professional Staff and Support Staff Representatives

2.6.1.1 Election of Parent Representatives

When there are positions to be filled, the Secretary General must call a meeting. The election date shall be selected in consultation with the Executive Committee of the Board.

The notice of meeting must be posted on the College's website at least a week preceding the week in which the meeting is held; it must indicate the purpose, date, time and location of the meeting as well as eligibility and voting conditions.

Eligibility and Entitlement to Vote

A list of parents is made up from information provided on students' registration information. Only parents on such list the day before the day the notice of meeting is issued may be put forward as candidates, vote and be elected members of the Board.

Pursuant to Section 8(d) of the Act, parents of students attending the College who are members of the College staff may not be elected parent representative on the Board.

Nomination Process

At the election meeting, the chairperson calls for candidates' names to be put forward and records candidacies. Candidates must be present during the meeting.

Election Process

The election is carried out by means of secret ballot. Election meetings are chaired by the Secretary General or by an officer designated by the Director General.

At the election meeting, a secretary of the meeting and two scrutineers are appointed. In the event the meeting fails to appoint a secretary and scrutineer, the chairperson of the meeting chooses and appoints a secretary of the meeting and two scrutineers.

Quorum: for each election meeting, the individuals present who are entitled to vote constitute a quorum.

The minutes of the meetings are signed by the chairperson and secretary of the meeting.

2.6.1.2 Election of Faculty, Professional Staff and Support Staff Representatives

The election of faculty, professional staff and support staff representatives is called for in writing by the Secretary General.

The notice of meeting for individuals in the staff category concerned is e-mailed to the employees' college address at least five (5) working days prior to the date of the meeting.

Eligibility and Entitlement to Vote

A list of faculty, professionals and support staff is made up from the hiring contracts in effect on the day preceding the day when the notice of meeting is e-mailed to the employees' college e-mail address. Only individuals in the category concerned listed on such list the day before the day the notice of meeting is issued may be put forward as candidates, vote and be elected members of the Board.

Nomination Process

Candidates shall be nominated by filling out the nomination form included in the notice of meeting and returning such form to the Secretary General by the specified date.

Election Process

Subject to an election by acclamation pursuant to the nomination form(s) received, the election may be held in accordance with the Election Process set forth in Section 2.6.1.1 hereof, or by way of a polling station, or electronically, as deemed appropriate by the Secretary General.

In the case of a polling station, two scrutineers are appointed by the Secretary General (or an officer designated by the Director General), acting as election chairperson.

2.6.1.3 Follow-up on the Election of Parent, Faculty, Professional Staff and Support Staff Representatives

The election chairperson submits the original of the minutes or a written election report, as the case may be, to the Secretary General, notifying them of an election.

Upon receipt of the minutes of an election meeting or a written election report, as applicable, the Secretary General notifies the elected individuals in writing, specifying the date on which their duties as Board members begin and the duration of their mandate.

The Secretary General must notify the Board and, where applicable, the Minister, of any vacancy, appointment or election with respect to the composition of the Board.

2.6.2 Appointment of Certain Board Members

2.6.2.1 Appointment of Student Representatives

The Secretary General must notify the College's student association in the event of a vacancy (Article 2.2 of this By-law) or of the expiry of a student's mandate. The association appoints its representative(s). The association's authorized representative notifies the Secretary General in writing of the name(s) of its representative(s) as well as the appointment date. The Secretary General, after confirming the eligibility of the student(s) in question, informs them in writing of the date on which their

duties as Board members begin.

In the absence of an accredited student association, the appointment of student representatives as Board members is carried out in accordance with Sections 2.6.1.2 and 2.6.1.3 hereof, *mutatis mutandis*.

2.6.2.2 Appointment of Holders of a Diploma of College Studies (DEC)

The Secretary General must notify the Board of any vacancy (Article 2.2 of this By-law) or of the expiry of the mandate of one of the Diploma holders. The Secretary General must set the deadlines and rule on any issue relative to the appointment of these holders, in consultation with the Executive Committee of the Board.

The Secretary General, in consultation with the Executive Committee of the Board, draws up a list for the Board. The Secretary General ensures that the individuals concerned are potentially interested in and available for sitting on the Board. The Secretary General forwards the list of names to the Board, along with a résumé for each of the individuals recommended.

The holders of a Diploma of College Studies contemplated in Subsection 8(c) of the Act are appointed by a majority of Board members in office, for a term of not more than three (3) years.

The Secretary General notifies them in writing of their appointment to the Board, the duration of their mandate and the date on which their duties as Board members begin.

2.7 Board Meetings

2.7.1 Regular Meetings

2.7.1.1 Regular meetings of the Board shall be held on the dates and at the times set at the last regular meeting of each fiscal year. As stipulated in the Act, the Board shall meet at least four (4) times per fiscal year.

2.7.1.2 The Secretary General must forward the agenda and written notice of meeting by hard copy or e-mail or make available by electronic means to each Board member at least three (3) working days prior to the meeting.

2.7.1.3 Only subjects mentioned in the agenda may be dealt with unless two-thirds (2/3) of members present agree to amend the agenda (abstentions excluded).

2.7.2 Special Meetings

2.7.2.1 Special meetings of the Board are called by the Secretary General upon request from the Chairperson or the Director General or upon written request from five (5) members of the Board.

2.7.2.2 Should the Secretary General fail to follow up within three (3) working days on a request to call a special meeting, the Chairperson or the Director General or, as the case may be, the five (5) members of the Board may call such a meeting.

2.7.2.3 Only the subjects mentioned in the notice of meeting may be dealt with, unless all members of the Board are present at this meeting and agree to amend the agenda.

2.7.2.4 Convening of Meeting

Special meetings are convened by written notice giving the day, time and agenda of the meeting. This notice, given by hard copy or e-mail or made available by electronic means, must reach members forty-eight (48) hours prior to the date of the meeting. In the case of an emergency, the Chairperson or in their absence, the Vice-Chairperson, may call a special meeting without observing this time limit.

2.7.3 Meeting without Notice

Any meeting for which notice must be given may be held at any time without prior notice provided all members are present or have signed a waiver to the notice for such a meeting.

2.7.4 Location of Meetings

Meetings of the Board are usually held at the corporate seat of the College, unless the Chairperson of the Board or the Director General decide otherwise in exceptional circumstances or if otherwise provided herein.

2.7.5 Presence as Resource-Person

The Director General or the Chairperson may invite any resource-person to attend Board meetings in an advisory or informational capacity with respect to any of the items on the agenda.

2.7.6 Quorum

The quorum for Board meetings consists of a majority of the total number of members in office. The quorum is not affected by the fact that a member is not entitled to vote on a given subject. Should quorum not be met at any duly convened meeting of the Board, the members present at the next meeting of the Board shall constitute quorum for the agenda items carried over.

2.7.7 Maintaining Quorum

It is presumed that the quorum confirmed at the start of the meeting continues throughout the meeting, but any member may request confirmation of the quorum during the course of the meeting.

When the Chairperson officially finds that there is no quorum, the meeting is terminated and any further deliberations become invalid, but this does not affect decisions made before the quorum was verified. At the next meeting, the members present shall constitute quorum for the agenda items carried over.

2.7.8 Chairperson and Secretary of the Board

The Chairperson of the Board of Governors or, in their absence, the Vice-Chairperson, chairs all Board meetings. In the event the Chairperson and Vice-Chairperson of the Board are absent or unable to act, the meeting is chaired by the person then designated by resolution of those members present. A Board member who is a member of the College staff or is a student at the College may not chair a meeting.

The Secretary General is the Secretary to the Board. The Director General may name another person to replace them in the event the Secretary General is absent or unable to act.

2.7.9 Conflict of Interest

The Board is governed by Sections 12 and 20.1 of the Act and by the provisions of Policy no. 5 "Concerning Code of Ethics and Professional Conduct for Members of the Board of Governors".

2.7.10 Voting

2.7.10.1 The decisions of the Board are made by a simple majority of votes cast by members present who are entitled to vote. An abstention constitutes a refusal to express an opinion and not a negative vote. For the purposes of calculating a simple majority, abstentions are not taken into account.

Nonetheless, any approval of, amendment to or revocation of a by-law must be adopted by two-thirds (2/3) of the votes expressed by members present who are entitled to vote (abstentions excluded), as per Article 2.7.16 of this By-law.

- 2.7.10.2 The Chairperson of the Board is entitled to vote. In the event of a tied vote at a Board meeting, the Chairperson of the Board has the casting vote, pursuant to Section 14 of the Act.
- 2.7.10.3 No one may be represented or vote by proxy.
- 2.7.10.4 The vote is taken by a show of hands. Nonetheless, a member may ask for a vote by secret ballot, in which case no member may have their dissent recorded by name in the minutes.
- 2.7.10.5 Unless a ballot was requested, a statement from the Chairperson to the effect that the resolution was passed or rejected and an entry in the minutes to that effect constitute *prima facie* evidence that this resolution was passed or rejected, and there is no need to substantiate the number or proportion of votes registered.
- 2.7.10.6 The Chairperson alone has the necessary authority to rule on any question with respect to the application of Sections 12 and 20.1 of the Act and the provisions of Policy No. 5 “Concerning Code of Ethics and Professional Conduct for Members of the Board of Governors”.

2.7.11 Recording of Dissent

Except upon a vote by secret ballot, any member present at a meeting shall be entitled to have their dissent as well as their name recorded in the minutes.

2.7.12 Minutes

The Secretary General ensures that the minutes are drafted for each Board meeting. The minutes must bear the signature of the Secretary. After adoption of the minutes at the end of the meeting or at the start of a subsequent meeting, they are signed by the person chairing the meeting.

The Secretary is not required to read the minutes before they are adopted unless it was impossible to send a copy to each member at least two (2) working days prior to the day of the meeting.

2.7.13 Agenda of Regular Meetings

- 2.7.13.1 The Executive Committee may include items submitted by Board members provided that such requests, along with the relevant documentation are received at the office of the Secretary General no later than five (5) working days before the Executive Committee meeting at which the Board agenda is set.
- 2.7.13.2 The Executive Committee drafts the agenda for regular meetings of the Board. The Board may amend the agenda by a two-thirds (2/3) vote (abstentions excluded), as per Article 2.7.1.3 of this By-law.
- 2.7.13.3 To ensure that sufficient time is allocated to essential business, agenda items considered by the Executive Committee to be of a routine and uncontroversial nature may be listed on the agenda under the heading of "Consent", to be voted on by the Board as a single item without discussion. Board members who have a question should contact the Secretary General in advance of the meeting to clarify a concern. Items listed on this consent agenda may be moved to the regular agenda for discussion and separate vote at the request of any Board member.

2.7.14 Procedure

Subject to the present By-law, the Board may adopt rules of procedures to govern its meetings.

Subject to such rules of procedures and to the provisions of the Act, Robert's Rules of Order shall apply to Board meetings.

2.7.15 Meetings in Camera

Meetings of the Board of Governors shall be public. However, at the discretion of the Chairperson, or by a simple majority of the Board members present, all or any part of a meeting may be held *in camera*.

When the meeting sits *in camera*, the Chairperson must ensure that only individuals authorized to be there are at the location of the meeting, namely the members of the Board in office, the officers of the College as determined by the Chairperson and any other person(s) as determined by the Chairperson. These individuals are then required to maintain the confidentiality of the debates. The minutes will report only the Board's decisions, where applicable.

2.7.16 Amendment or Revocation of By-law

2.7.16.1 The Board may amend or revoke its by-laws at any regular or special meeting. However, proposed amendments or revocations must be submitted in writing to all members at the previous regular meeting.

2.7.16.2 Resolutions assenting to by-laws, their modification or revocation, must be adopted by two-thirds (2/3) of the votes expressed by members present who are entitled to vote (abstentions excluded).

2.7.17 Written Resolutions

A resolution in writing signed (via email or otherwise) by all members qualified to vote thereon at a meeting is as valid as if passed at a regular or special meeting of the Board. A copy of any such resolution is to be kept with the minutes of Board meetings.

2.7.18 Electronic Means

Meeting held by electronic means

In special circumstances, the Chairperson of the Board or the Director General may decide to hold a regular or special meeting of the Board entirely by means of a telephonic, electronic or other communication facility provided that

2.7.18.1 all participants are able to communicate adequately with each other during the meeting;

2.7.18.2 *mutatis mutandis* all other provisions in the present By-law regarding notice of meetings, voting and the running of meetings of the Board have been observed.

Participation in meeting by electronic means

In special circumstances, the Chairperson of the Board or the Director General may permit a member or resource-person to participate in a regular or special meeting of the Board by means of a telephonic, electronic or other communication facility provided that paragraphs 2.7.18.1 and 2.7.18.2 are respected.

ARTICLE 3 - OFFICERS OF THE COLLEGE

3.1 Officers

3.1.1 The officers of the College are as set out below, it being understood that such titles may from time to time be updated to reflect the organizational structure of the College at the time; in such a case, the titles below shall be deemed to refer to such updated titles:

- a) the Chairperson of the Board;
- b) the Vice-Chairperson of the Board;
- c) the Director General;
- d) the Academic Dean;
- e) the Director of Finance & Legal Affairs;
- f) the Director of Facilities Management & Information Technology Services;
- g) the Director of Human Resources
- h) the Director of Student Services;
- i) the Director of Continuing Education & International Office;
- j) the Comptroller;
- k) the Secretary General.

3.1.2 Accountability of Officers

The Chairperson, the Vice-Chairperson and the Director General are directly accountable to the Board to observe and act in accordance with all applicable laws, regulations and binding documents and agreements. All other officers of the College, within their respective areas of responsibility, are directly accountable to the Director General.

3.1.3 Directors of Services

Under the authority of the Director General, the Directors of Services are responsible for the management (planning, organizing, implementing, monitoring, evaluating) of all programs, activities and resources in their area in conformity with the College strategic plan and all applicable laws, regulations and binding documents and agreements.

3.1.4 Plurality of Office

A person may hold more than one position as an officer provided that the Chairperson and Vice-Chairperson are not the same person and that the Director General and Academic Dean are not the same person, except as provided for in By-law number 2.

3.1.5 The Chairperson and Vice-Chairperson must be elected from among the eligible members of the Board. They may not be College staff members or members of the College student body.

3.1.6 Subject to Section 14 of the Act, the Board elects the Chairperson at the last regular meeting in a fiscal year, unless the Board decides otherwise. The same requirements of Section 14 of the Act apply to the Vice-Chairperson.

3.1.7 All officers of the College may be present at meetings held *in camera* if authorized by the Chairperson of the Board, as per Article 2.7.15 of this By-law.

3.2 Vacancy in the Office of Chairperson or Vice-Chairperson

The office of Chairperson or Vice-Chairperson becomes vacant:

- 3.2.1 Upon termination of the office holder's mandate, their death, resignation, or loss of the capacity required for their appointment, subject to the stipulations of the Act.
- 3.2.2 In the event of a vacancy in the office of Chairperson or Vice-Chairperson, the Board must appoint a replacement for the balance of the fiscal year.

3.3 Chairperson

The Chairperson of the Board, or in their absence, the Vice-Chairperson, chairs all Board meetings. In the absence, or in the event of the inability or failure to act, of the Chairperson and Vice-Chairperson, the meetings are chaired by the person designated by the Board members present; a Board member who is a member of the College staff or is a student at the College may not chair a meeting.

The Chairperson possesses and exercises the powers delegated to them by the Act, regulations and resolutions of the Board. They chair the meetings of the Board.

The Chairperson of the Board is responsible for the process of renewing the Director General's mandate.

3.4 Vice-Chairperson

The Vice-Chairperson exercises the powers of the Chairperson in the event the latter is absent or unable to act, and exercises the powers delegated to them by the Board.

3.5 Director General

- 3.5.1 Subject to Sections 20 and 20.2 of the Act, the Director General is appointed by the Board. The position becomes vacant following the resignation of its incumbent, the non-renewal or withdrawal of the appointment, non-rehiring or dismissal.
- 3.5.2 Under the authority of the Board, the Director General:
 - 3.5.2.1 is the Chief Executive Officer of the College;
 - 3.5.2.2 is responsible for the routine administration of the College;
 - 3.5.2.3 is ex-officio Chairperson of the Executive Committee;

- 3.5.2.4 ensures that the decisions of the Board and the Executive Committee are carried out;
- 3.5.2.5 is responsible for the application of the College's financial regulations;
- 3.5.2.6 ensures the preparation of the strategic plan and the annual plan which shall be submitted to the Executive Committee and the Board;
- 3.5.2.7 is responsible for the management of all programs and resources for all administrative units and fields of activity;
- 3.5.2.8 is responsible for the College's internal and external relations;
- 3.5.2.9 is responsible for the hiring of the personnel needed for College operations;
- 3.5.2.10 exercises the powers and performs the duties conferred upon them by resolution of the Board or Executive Committee;
- 3.5.2.11 is responsible for the process of renewing the mandate of the Academic Dean, subject to Section 20 of the Act;
- 3.5.2.12 is responsible for the staffing of management personnel;
- 3.5.2.13 exercises the functions set forth in Annex B attached hereto;
- 3.5.2.14 performs any other tasks assigned to the Director General by resolution of the Board.

3.6 Academic Dean

Subject to Sections 20 and 20.2 of the Act, the Academic Dean is appointed by the Board. The position becomes vacant through the resignation of its incumbent, the non-renewal or withdrawal of the appointment, non-rehiring or dismissal.

Under the authority of the Director General, the Academic Dean:

- 3.6.1 (a) is responsible for the management (planning, organizing, directing, controlling and evaluating) of all the programs and resources of the educational departments; and (b) is responsible for the development, implementation and execution of the strategic plan relating to academics;
- 3.6.2 is responsible for matters affecting the pedagogical life of the College;

- 3.6.3 is responsible for the application of the Minister's College Education Regulations and policies concerning study programs, student admissions, and the evaluation and sanction of studies;
- 3.6.4 participates in the establishment of the College's policies and orientations;
- 3.6.5 exercises the duties and powers of the Director General in the event the latter is absent or unable to act;
- 3.6.6 is responsible for and has safekeeping of the records provided for in paragraphs 2.5.6 and 2.5.11, as well as of the minutes of Academic Council meetings;
- 3.6.7 performs the tasks assigned to them by resolution of the Board or as requested by the Director General.

3.7 Director of Finance & Legal Affairs

Under the authority of the Director General, the Director of Finance & Legal Affairs:

- 3.7.1 is responsible for the application of the Act respecting access to documents held by public bodies and the protection of personal information;
- 3.7.2 is responsible for the application of policies resulting from the regulations of the Government and the by-laws of the College pertaining to the preservation of documents and archives;
- 3.7.3 is entrusted with the care of the College archives and the papers and documents of the Board of Governors, the Executive Committee and the Committees of the Board;
- 3.7.4 is responsible for and has safekeeping of the records provided for in paragraphs 2.5.1, 2.5.2, 2.5.3, 2.5.4, 2.5.12, 2.5.13 and 2.5.14;
- 3.7.5 is responsible for the recording, publication and preservation of the official deeds of the College pursuant to the provisions of the Act and the College's internal by-law;
- 3.7.6 ensures compliance with the Acts and regulations governing the College (shared with the Secretary General).

3.8 Secretary General

Under the authority of the Board of Governors, the Secretary General:

- 3.8.1 calls meetings of the Board;

- 3.8.2 ensures the preparation of the minutes of meetings of the Board and signs, with the Chairperson of the Board, the minutes of the Board meetings.

Under the authority of the Director General, the Secretary General:

- 3.8.3 calls meetings of the Executive Committee;
- 3.8.4 ensures the preparation of the minutes of meetings of the Executive Committee and signs, with the Director General, the minutes of the Executive Committee meetings;
- 3.8.5 is entrusted with the care of the College Seal;
- 3.8.6 is responsible for the certification and authenticity of the official deeds of the College pursuant to the provisions of the Act and the College's internal by-law;
- 3.8.7 ensures compliance with the Acts and regulations governing the College (shared with the Director of Finance & Legal Affairs);
- 3.8.8 ensures the preparation of the annual report of the College;
- 3.8.9 performs such responsibilities as the Board shall assign the Secretary General by by-law or resolution.

3.9 Removal from Office

Pursuant to the Act and the regulations thereunder, the Board of Governors may remove from office any officer of the College (except the Director General and the Academic Dean and except any officer on probation), by means of a resolution adopted by a majority of the Board members in office entitled to vote thereon pursuant to Article 12 of the Act, at a special meeting duly called for such purpose.

3.10 Delegation

The Board may, by resolution, delegate in whole or in part the powers of an officer other than the Chairperson, Vice-Chairperson, Director General or Academic Dean to another officer of the College.

The Board may also, by resolution, appoint any other person to assume the powers and duties of an officer in the event the latter is absent or unable to act. Nonetheless, the powers and duties of the Chairperson may be assumed only by another qualified member of the Board.

ARTICLE 4 - EXECUTIVE COMMITTEE

4.1 Members

The Executive Committee consists of the Director General and five (5) other members who must be elected from among and by the members of the Board at the last regular Board meeting in a fiscal year, unless the Board decides otherwise. Nonetheless, the Board may fill any vacancy on the Executive Committee at any time of the year.

4.2 Vacancy

Any member of the Executive Committee ceases to be a member of the Committee when they cease to be a member of the Board. They may also resign from the Executive Committee by forwarding their written resignation to the Secretary General stating the effective date of the resignation.

Notwithstanding any vacancy, the members of the Committee remaining in office may continue to act if they form a quorum.

The Committee may invite any member of the Executive Committee to resign, by resolution adopted by a majority of the members in office, when such a member has failed to attend three (3) consecutive meetings of the Committee without valid grounds.

4.3 Chairperson and Secretary of the Executive Committee

The Director General chairs the meetings of the Executive Committee. In the event the Director General is absent or unable to act, the Academic Dean replaces them.

The Secretary General of the College acts as Secretary of the Executive Committee. The Director General may name another person to replace the Secretary General in the event the latter is absent or unable to act.

4.4 Meetings

4.4.1 Regular Meetings

The Executive Committee shall hold regular meetings on the dates and at the times that it sets either at the last regular meeting of each fiscal year or at other times during the year. No notice of meeting is required for regular meetings.

4.4.2 Special Meetings

The Director General or two (2) members of the Executive Committee may call a special meeting. Notice of any special meeting shall be given by the Secretary General

at least twenty-four (24) hours before the meeting. Such notice may be given in person, by telephone or by e-mail or be made available by electronic means.

4.4.3 Electronic Means

Meeting held by electronic means

The Chairperson of the Board or the Director General may decide to hold a regular or special meeting of the Executive Committee entirely by means of a telephonic, electronic or other communication facility provided that

4.4.3.1 all participants are able to communicate adequately with each other during the meeting;

4.4.3.2 *mutatis mutandis* all other provisions in the present By-law regarding notice of meetings, voting and the running of meetings of the Executive Committee have been observed.

Participation in meeting by electronic means

A member may participate in a regular or special meeting of the Executive Committee by means of a telephonic, electronic or other communication facility provided that paragraphs 4.4.3.1 and 4.4.3.2 are respected

4.5 **Quorum**

A quorum for meetings of the Executive Committee is four (4) members. Should quorum not be met at any duly convened meeting of the Executive Committee, the members present at the next meeting of the Executive Committee shall constitute quorum for the agenda items carried over.

4.6 **Concordance**

Articles 2.7.3, 2.7.4, 2.7.5, 2.7.10, 2.7.11, 2.7.12, 2.7.14, 2.7.15 and 2.7.17 of these By-laws apply *mutatis mutandis* to the Executive Committee.

4.7 **Report to the Board**

At each Board meeting, the Executive Committee reports on its activities since the previous meeting.

4.8 Jurisdiction and Powers

4.8.1 General Provisions

Between meetings of the Board of Governors, the Executive Committee enjoys all the powers of the Board of Governors for the conduct of College business, except those specifically set aside for the Board by the Act or a regulation.

4.8.2 Special Provisions

The Board confers the following powers on the Executive Committee:

- 4.8.2.1 carry out the general or specific mandates received from the Board of Governors;
- 4.8.2.2 borrow money on the credit of the College by any method recognized by the law and, to this end, to issue bonds or other titles of indebtedness, and to sell, exchange or pledge the same;
- 4.8.2.3 give loans or other bonds of the College as security, and to encumber the latter's property as permitted by the law and to assign or otherwise transfer it;
- 4.8.2.4 give the Quebec Minister of Finance, as required, the mandate to negotiate, on behalf of the College, the latter's loans and, within this context, to choose on the College's behalf, a trust company, legal counsel and printer of securities, and to negotiate the cost of their services; this includes establishing a *Régime d'emprunts, à long terme* or otherwise;
- 4.8.2.5 review budgets, and audit the College's financial statements before they are submitted to the Board for approval, subject to Policy no. 3 "Concerning the Audit Committee and the Evaluation of Financial Information and External Auditor";
- 4.8.2.6 exercise the budgetary authority entrusted to it by the College's financial By-Law 3;
- 4.8.2.7 review any important project and make the appropriate recommendations to the Board;
- 4.8.2.8 act as the final appeal body under the Student Rights and Responsibilities Policy;
- 4.8.2.9 act as the Board Nominatory Committee and, as such, is responsible to:

- a) assure eligible candidates for election to the offices of Chairperson and Vice-Chairperson of the Board;
 - b) recommend candidates for Board appointment to the Executive Committee, to Board standing committees, to outside organizations or events to which the Board names delegates or appointees;
 - c) assure that vacancies on the Board are filled as prescribed by the law;
- 4.8.2.10 prepare the agenda for regular Board meetings;
- 4.8.2.11 amend the academic calendar;
- 4.8.2.12 receive any documents from a CCTT for which the College is not a *cegep fiduciaire*.

ARTICLE 5 - FINANCIAL AUDIT

The College's books and financial statements shall be examined by one or more external auditors appointed by the Board as early as possible at the beginning of each fiscal year. The statements thus audited shall be submitted to the Board for approval within the timeframe prescribed by the Act.

ARTICLE 6 - SIGNING OFFICERS

6.1 Signing Officers

Any contract or other document which requires the signature of the College shall be signed by two (2) officers of the College designated by resolution of the Board of Governors.

However, the Board may, for specific purposes, designate by by-law or resolution, an officer or a person in the employ of the College to sign, alone or jointly with others, for and on behalf of the College, any contract or other document which requires the signature of the College.

6.2 Liability

Any expenditure and any commitment involving an expenditure which are neither provided for in the budget nor specifically or generally authorized by the Board of Governors, the Executive Committee or the officer responsible entail the personal liability of those making or allowing them and are not binding on the College.

ARTICLE 7 - LEGAL PROCEEDINGS

The Director General, the Director of Finance & Legal Affairs or the Secretary General or any other person designated by the Director General are authorized to represent the College in any attachment, subpoena or garnishee order, and to sign the affidavits required for the legal proceedings. The Director General authorizes the undertaking of proceedings by the College and the contestation of proceedings undertaken against the College.

ARTICLE 8 - PROTECTION AND INDEMNIFICATION OF MEMBERS OF THE BOARD OF GOVERNORS

8.1 The College acknowledges that all members of the Board of Governors perform their duties on the understanding that they are protected and indemnified against the following eventualities:

- 8.1.1 for all expenses which may result from an action, lawsuit or proceeding taken, instituted or containing conclusions against them due to an act committed or permitted by them in the exercise of their functions as members of the Board or within a mandate conferred upon them by the Board;
- 8.1.2 for all expenses incurred by a member in the course of business for which the member is duly mandated by the Board, except for the expenses incurred through wilful negligence or omission on the part of a member, for which such member is responsible.

ARTICLE 9 – COMING INTO FORCE

This By-law will come into force when enacted.

ANNEX A

For purposes of clarity, Section 8 of the Act sets forth the composition of the Board and reads as follows:

8. A college shall be administered by a board of governors composed of the following persons, who shall become members of the board upon their appointment or election:

(a) five persons appointed by the Minister, chosen as follows: two following consultation with socio-economic groups of the territory principally served by the college, one from among the persons proposed by university-level teaching institutions, one from among the persons proposed by the school boards of that territory and one from among the persons proposed by the regional council of labour market partners for the region in which the college is situated;

(b) two persons appointed by the Minister, chosen from within enterprises in the region operating in the economic sectors corresponding to the programs of technical studies implemented by the college;

(c) two persons holding a Diploma of College Studies who are not members of the college staff and who completed their studies at the college, one in a program of pre-university studies and one in a program of technical studies, appointed by the members of the board in office;

(d) two parents of students attending the college who are not members of the college staff, elected by a majority vote of their peers cast at a general meeting called by the director general of the college or the person designated by the director general and presided over by the president of the parents' association, if any, representing the greatest number of parents;

(e) two students attending the college, one registered in a program of pre-university studies and one in a program of technical studies, appointed in accordance with section 32 of the Act respecting the accreditation and financing of students' associations (chapter A-3.01);

(f) two teachers, one member of the non-teaching professional staff and one member of the support staff of the college, elected by their peers.

The director general and the academic dean shall also be members of the board. [...]

In the case of any inconsistency between the terms of this Annex A and the Act, the terms of the Act shall prevail.

ANNEX B

In accordance with section 8 of the of *An Act Respecting Contracting by Public Bodies* (CQLR c. C-65.1) and associated regulations, the Board, in the interests of good governance, hereby delegates to the Director General the exercise of the following functions:

Function
1. Signing the <i>Déclaration du dirigeant de l'organisme</i> (declaration sheet from the body's Board of Governors) to be submitted annually to the Secrétariat du Conseil du trésor.
2. Authorize entering into a contract involving confidential or protected information, involving an expenditure equal to or above the public tender threshold.
3. Authorize entering into a contract for which a public call for tenders would not serve the public interest, involving an expenditure equal to or above the public tender threshold.
4. Authorize a contract amendment that entails an additional expenditure totaling more than 10% of the initial amount of the contract and involving an expenditure equal to or above the public tender threshold.
5. Authorize entering into a contract with a contractor who is ineligible for public contracts, or a public subcontract directly related to a public contract with such a contractor, if a public body considers that urgent action is required and there is a threat to human safety or property.
6. Authorize entering into a contract with an enterprise that does not hold an authorization, or a public subcontract directly related to a public contract with such an enterprise, if a public body considers that urgent action is required and there is a threat to human safety or property.
7. Authorize rejecting a tender because the price is unusually low.
8. Authorize entering into a contract involving an expenditure equal to or above the public tender threshold; <ul style="list-style-type: none">• with the only supplier, service provider, or contractor who submitted a compliant tender;• with the only supplier, service provider, or contractor who submitted an acceptable tender following a quality evaluation.
9. Authorize issuing a call for public tender including an awarding rule allowing the awarding of an order to any of the selected suppliers whose submitted price does not exceed the lowest price by more than 10%.

Function
10. Authorize entering into a contract whose expected term, including any renewal, is greater than 3 years, without exceeding 5 years in the case of a delivery order contract.
11. Authorize entering into a contract of a repetitive nature whose expected term, including any renewal, is greater than 3 years, without exceeding 5 years in the case of a task order contract.
12. Authorize publishing a notice of a call for tenders if the tender validity period is greater than 45 days.
13. Authorize an exemption from the requirement to enter into a contract for professional information technology services involving an expenditure equal to or greater than \$500,000 with a service provider that holds an ISO 9001:2008 registration certificate.
14. Authorize an exemption from certain terms and conditions relating to the operation of a selection committee.
15. Authorize entering into a contract with a natural person who does not operate a sole proprietorship involving an expenditure equal to or greater than \$50,000, or, in the case of successive contracts entered into with such a person, entering into a new contract if the amount of the expenditure of the new contract together with the expenditures of previous contracts is equal to or greater than \$50,000.
16. Authorize an amendment that entails an additional expenditure totaling more than 10% of the amount of a contract entered into with a natural person who does not operate a sole proprietorship involving an expenditure equal to or greater than \$50,000.
17. All functions conferred on the Board of Governors of the body under the Act, its regulations, and its directives.
18. Authorize entering into a contract involving IT Equipment Services.

- When the Director General exercises any of the delegated functions listed above, the Director General shall report it to the Board, at least once a year, or no later than the last meeting of each fiscal year.
- Amendments to this Annex B shall be made by way of a resolution of the Board rather than by a By-law amendment.