

GENERAL BYLAWS
OF
CARLETON UNIVERSITY

(BEING A BYLAW TO REPEAL AND REPLACE ALL PREVIOUSLY ENACTED
BYLAWS OF CARLETON UNIVERSITY, OTHER THAN BORROWING BYLAWS)

<p>Article I – Interpretation</p> <p>1.1 In this Bylaw, the following terms shall have the following meanings:</p> <p>“Academic Staff” shall mean all Teaching Staff together with all full-time employees of the University holding the position of university librarian or associate librarian.</p> <p>“Act” shall mean the <i>Carleton University Act, 1952</i>, S.O. 1952, c. 117, as amended from time to time.</p> <p>“Administrative Staff” shall mean all continuing and/or permanent employees of the University, other than Academic Staff.</p> <p>“Alumni” shall mean all persons who have received degrees, diplomas or certificates from the University and who are no longer registered as students, and “Alumni Association” shall mean the Carleton University Alumni Association.</p> <p>“Board” shall mean the Board of Governors of the University, established pursuant to the Act.</p> <p>“Chancellor” shall mean the Chancellor of the University, appointed by the Board pursuant to Section 5.1 of this Bylaw.</p> <p>“Corporation” shall mean the body corporate of the University.</p> <p>“Faculty Boards” shall mean the faculty boards referred to in Article VII of this Bylaw.</p> <p>“Governor” shall mean a member of the Board, either serving <i>ex officio</i> or elected to serve as such pursuant to Article II of this Bylaw.</p> <p>“President” shall mean the President of the University, appointed by the Board pursuant to Section 6.1 of this Bylaw.</p> <p>“Senate” shall mean the Senate of the University, established pursuant to the Act.</p> <p>“Senator” shall mean a member of Senate, either serving <i>ex officio</i>,</p>	<p style="text-align: center;">Defined Terms</p>
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<p>appointed or elected to serve as such pursuant to Article III of this Bylaw.</p> <p>“Special Resolution” means a resolution of the Board passed by the affirmative votes of not less than two-thirds of the Governors present (either in person, by teleconference or by videoconference) at the meeting at which such vote is taken.</p> <p>“Teaching Staff” shall mean full-time employees of the University holding the academic rank of professor, associate professor, assistant professor or lecturer.</p> <p>“University” shall mean Carleton University, established pursuant to the Act.</p>	
<p>1.2 In this Bylaw, all references to the singular shall also be interpreted as referring to the plural and <i>vice versa</i>, and words importing one gender shall be interpreted as including all genders.</p>	<p>Number and Gender</p>
<p>1.3 The insertion of headings in this Bylaw and the division of this Bylaw into sections and subsections are for convenience of reference only and shall not affect the interpretation of this Bylaw. References to an Article or Section refer to the applicable article or section of this Bylaw.</p>	<p>Headings</p>
<p>1.4 The word “including” when used in this Bylaw shall be interpreted to mean “including without limitation,” and shall not be interpreted as limiting any words which precede it by reference to the specific words which follow it.</p>	<p>“Including” Not to Limit</p>
<p>Article II – Composition of the Board</p>	
<p>2.1 Right of election of Governors is vested in the Board.</p>	<p>Election of Governors</p>
<p>2.2 The Board shall consist of the following as Governors, serving either <i>ex officio</i> or nominated by the constituencies set forth below:</p> <ul style="list-style-type: none"> (i) the Chancellor, <i>ex officio</i>; (ii) the President, <i>ex officio</i>; (iii) one undergraduate student, nominated by the Carleton University Students’ Association; (iv) one graduate student, nominated by the Graduate Students’ Association; (v) one undergraduate student, nominated by the undergraduate students-at-large; (vi) one student, in 2009-2010 being an undergraduate student nominated by the undergraduate students-at-large, and then in alternate years being a graduate student nominated by the graduate students-at-large and an undergraduate student nominated by the undergraduate students-at-large; (vii) two members of the Administrative Staff, nominated by the Administrative Staff; (viii) two members of Senate who are also members of the Teaching Staff, nominated by Senate; (ix) two members of the Academic Staff, nominated by the Academic staff; 	<p>Board Membership</p>

<p>(x) two members of the Alumni, nominated by the Alumni Association;</p> <p>(xi) eighteen members from the community-at-large, nominated by the Nominating Committee of the Board appointed by the Board from time to time pursuant to paragraphs 9.1(a) and (b) of this Bylaw.</p> <p>2.3 The Past Chair shall be a non-voting, Honorary Member of the Board of Governors and Executive Committee, and may remain in that position until the end of the Chair's term. From time to time, the Past Chair may also be appointed to be a member of other Committees of the Board pursuant to Article IX of these Bylaws.</p> <p>2.4 (a) Governors (other than <i>ex officio</i> Governors) shall be elected by the Board to serve the following terms:</p> <p>(i) Governors nominated pursuant to sub-paragraphs 2.2 (iii), (iv), (v) and (vi) of this Bylaw shall serve one year terms.</p> <p>(ii) Governors nominated pursuant to sub-paragraphs 2.2(vii), (viii), (ix) and (xi) of this Bylaw shall serve three year terms.</p> <p>(iii) Governors nominated pursuant to sub-paragraph 2.2(x) of this Bylaw shall serve two year terms, provided that such Governors shall be elected in alternate years.</p> <p>(b) The Board has the power to fill any vacancy on the Board for the unexpired term of the Governor to be replaced, and elections for this purpose shall be held by the Board at such time or times as it may decide.</p> <p>(c) Except as provided in paragraph 2.4(b) of this Bylaw, the Board shall elect Governors at the first meeting of the Board after the first day of June in each year.</p> <p>(d) The term of office of Governors shall begin on the first day of the month immediately following the meeting at which the election is held pursuant to paragraph 2.4(c) of this Bylaw, and shall end on the 30th day of June in the first, second, or third year of their term, as appropriate, based on the provisions of paragraph 2.4(a) of this Bylaw.</p>	<p>Terms of Office</p>
<p>2.5 Each of the Governors to be elected pursuant to sub-paragraph 2.4(a)(i) of this Bylaw shall be a person who, in each of the fall and winter academic terms immediately preceding their election, was registered at the University as a student in at least one half-credit course. Such Governors shall cease to hold office if they fail to be registered as a student at the University in at least one half-credit course in each of the fall and winter terms of their period of office. Students must be in good academic standing to be eligible to be elected to and serve on the Board.</p>	<p>Student Governors Eligibility</p>
<p>2.6 (a) Subject only to paragraph 8.1(c) of this Bylaw, Governors elected pursuant to sub-paragraph 2.4(a)(i) of this Bylaw shall be eligible for re-election to one additional one year term, provided that a Governor first elected to finish a one year term pursuant to paragraph 2.4(b) of this Bylaw shall be eligible for re-election for two additional one year terms.</p>	<p>Renewal Terms</p>

<p>(b) Subject only to paragraph 8.1(c) of this Bylaw, Governors elected pursuant to sub-paragraph 2.4(a)(ii) of this Bylaw shall be eligible for re-election to one additional three year term, provided that a Governor first elected to finish a three year term pursuant to paragraph 2.4(b) of this Bylaw shall be eligible for re-election for two additional three year terms.</p> <p>(c) Subject only to paragraph 8.1(c) of this Bylaw, Governors elected pursuant to sub-paragraph 2.4(a)(iii) of this Bylaw shall be eligible for re-election to one additional two year term, provided that a Governor first elected to finish a two year term pursuant to paragraph 2.4(b) of this Bylaw shall be eligible for re-election for two additional two year terms.</p> <p>(d) Notwithstanding the provisions of paragraphs 2.6(a), (b) and (c) of this Bylaw, any Governor who has not held the office of Governor at any time during the preceding twelve months shall be eligible for re-election.</p> <p>(e) A Governor may not vote on a motion to re-elect that Governor.</p> <p>2.7 (a) The Board may, by Special Resolution, remove any Governor (other than a Governor serving <i>ex officio</i>) from office prior to the expiration of his or her term of office for any reason which the Board may deem sufficient.</p> <p>(b) Any Governor who is the subject of a motion referred to in paragraph 2.7(a) of this Bylaw may speak to and vote on such motion, provided such Governor is in attendance (either in person, by teleconference or by videoconference) at the meeting at which such motion is made.</p> <p>(c) Governors who fail to attend at least one-third of the meetings of the Board in any year from the first day of July to the 30th day of June next following shall be deemed to have retired from the Board at the end of that year, unless the Board resolves otherwise by Special Resolution. An entry of such deemed retirement in the minutes of the proceedings of the Board shall be sufficient evidence thereof.</p>	<p>Removal from Office and Deemed Retirement</p>
<p>Article III – Composition of the Senate</p> <p>3.1 The Senate shall consist of the following as Senators, either <i>ex officio</i>, elected or appointed by the constituencies set forth below:</p> <ul style="list-style-type: none"> i. The Chancellor, <i>ex officio</i>; ii. The President and Vice-Chancellor, <i>ex officio</i>; iii. The Provost and Vice-President (Academic), <i>ex officio</i>; iv. The Vice-President (Finance and Administration), <i>ex officio</i>; v. The Vice-President (Research and International), <i>ex officio</i>; vi. The Associate Vice-President (Students and Enrolment) and University Registrar, <i>ex officio</i>; vii. The Associate Vice-President (Academic), <i>ex officio</i> viii. The Associate Provost (Quality Assurance) and Dean of 	<p>Senate Membership</p>

	<ul style="list-style-type: none"> ix. Graduate and Postdoctoral Affairs, <i>ex officio</i>; x. The Dean of Arts and Social Sciences, <i>ex officio</i>; xi. The Dean of Public Affairs, <i>ex officio</i>; xii. The Dean of the Sprott School of Business, <i>ex officio</i>; xiii. The Dean of Science, <i>ex officio</i>; xiiii. The Dean of Engineering and Design, <i>ex officio</i>; xv. The Director of the Azrieli School of Architecture and Urbanism, <i>ex officio</i>; xvi. The Director of the School of Computer Science, <i>ex officio</i>; xvii. The Director of the School of Industrial Design, <i>ex officio</i>; xviii. The Director of the School of Information Technology, <i>ex officio</i>; xix. The University Librarian, <i>ex officio</i>; xx. The President of the Carleton University Students' Association, <i>ex officio</i>; xxi. The President of the Graduate Students' Association, <i>ex officio</i>; xxii. The President of the Carleton Academic Student Government, <i>ex officio</i>; xxiii. The Vice-President (Academic) of the Graduate Students' Association, <i>ex officio</i>; xxiiii. The Clerk of Senate, <i>ex officio</i>; xxv. Four members of the Board, appointed by the Board , provided that only two of such appointees shall vote at any Senate meeting; xxvi. Three members from and elected by the students in Bachelor of Humanities, Bachelor of Music and Bachelor of Arts in disciplines of the Faculty of Arts and Social Sciences; xxvii. Three members from and elected by the students in Bachelor of Journalism, Bachelor of Social work, Bachelor of Public Affairs and Policy Management, and Bachelor of Arts in disciplines of the Faculty of Public Affairs; xxviii. One member from and elected by the students in Bachelor of Commerce and Bachelor of International Business; xxix. Two members from and elected by the students in Bachelor of Engineering, Bachelor of Architectural Studies, Bachelor of Industrial Design, and Bachelor of Information Technology; xxx. One member from and elected by the students in Bachelor of Science, Bachelor of Mathematics, and Bachelor of Computer Science; xxxi. Three members from and elected by the students in all graduate degree programs, so long as at least one of those members is a doctoral student; xxxii. As many as four persons who shall be formally appointed by the Board, but who shall have been first proposed by the Senate by name and office pursuant to such regulations as may from time to time be enacted by the Senate; and xxxiii. Forty members of the Teaching Staff, elected in accordance with Section 3.5 of this Bylaw by their respective undergraduate Faculty Boards identified in Sections 7.1 and 7.2 of this Bylaw. xxxiiii. Two members of the Teaching Staff who are Contract Instructors, elected by Contract Instructors teaching at least 0.5 credits in the academic year (July 1 to June 30) in which the election takes place. 	
3.2	<p>(a) Senators (other than <i>ex officio</i> Senators) shall be appointed or elected to Senate to serve the following terms:</p> <ul style="list-style-type: none"> (i) Senators appointed or elected pursuant to sub- 	Terms of Office

<p>paragraphs 3.1 (xxiv) through (xxx) (both inclusive) of this Bylaw shall serve one year terms.</p> <p>(ii) Senators appointed or elected pursuant to sub-paragraphs 3.1(xxxi) and (xxxii) of this Bylaw shall serve three year terms.</p> <p>(iii) Senators appointed or elected pursuant to sub-paragraphs 3.1 (xxxiii) of this Bylaw shall serve three year terms and must continue to teach at least 0.5 credits at Carleton for each academic year (July 1 – June 30) they serve on Senate.</p> <p>(b) For the purposes of sub-paragraphs 3.1(xxv) and (xxvi) above, students in combined Bachelor of Arts (Honours) programmes with constituent disciplines in both the Faculty of Arts and Social Sciences and the Faculty of Public Affairs shall be deemed to be students in the Faculty of Public Affairs.</p> <p>(c) Senate has the power to fill any vacancy on Senate for the unexpired term of the Senator to be replaced, and appointments made or elections held for this purpose shall be held by Senate at such time or times as it may decide.</p> <p>(d) The term of office of Senators shall begin on the first day of July immediately following their election, and shall end on the 30th day of June in the first or third year of their term, as appropriate, based on the provisions of paragraph 3.2(a) of this Bylaw.</p>	
<p>3.3 So long as Senators continue to meet the eligibility requirements to serve as Senators, they shall be entitled to offer to serve an unlimited number of renewal terms, and may do so upon being appointed or elected by the appropriate constituency.</p>	<p>Renewal Terms</p>
<p>3.4 Senators referred to in sub-paragraphs 3.1(xxv) to (xxx) (both inclusive) and sub-paragraphs 3.1(xxxii) and (xxxiii) of this Bylaw who, without prior notification to the Clerk of Senate and not being prevented by circumstances beyond his or her control in each instance, fail to attend at least one-third of the meetings of Senate in any year from the first day of July to the 30th day of June next following shall be deemed to have retired from the Senate at the end of that year, and an entry of such retirement in the minutes of the proceedings of Senate shall be sufficient evidence thereof.</p>	<p>Deemed Retirement</p>
<p>3.5 (a) Senators elected pursuant to sub-paragraph 3.1 (xxxii) of this Bylaw shall be elected by their respective Faculty Boards in such proportions as may from time to time be determined by Senate.</p> <p>(b) In making the determination required by paragraph 3.5(a) of this Bylaw, Senate shall follow the principle that the proportionate numbers of Senators to be elected from each Faculty Board shall reflect as nearly as possible the relative size of the constituency in each Faculty Board, so long as each of the Faculty Boards shall be entitled to elect at least one Senator pursuant to sub-paragraph 3.1(xxxii).</p> <p>(c) In determining the relative size of the constituency in each Faculty Board for the purpose of paragraph 3.5(b) of this Bylaw, the Senate</p>	<p>Senators Elected by Faculty Boards</p>

<p>shall not count the members of the Faculty Board referred to in subparagraphs 7.1(a)(iii), (iv) and (v) and 7.2(a)(iii), (iv) and (v) of this Bylaw.</p>	
<p>3.6 Senate may pass such electoral regulations from time to time as it may consider appropriate, prescribing procedures respecting nominating candidates for Senate, the qualifications of voters and candidates, the conduct of elections, the determination of any dispute or questions of qualification, eligibility and constituency of voters and candidates and the validity of ballots or votes.</p>	<p>General</p>
<p>Article IV – Membership in the Corporation</p>	<p>Membership</p>
<p>4.1 (a) Each Governor shall be a member of the Corporation and shall cease to be a member of the Corporation upon ceasing to be a Governor.</p> <p>(b) From time to time, the Board may by resolution appoint such other individuals as it wishes to be members of the Corporation, and shall set the length of the term of such membership.</p>	
<p>4.2 From time to time, the Board may by resolution delegate such powers as it wishes to the members of the Corporation.</p>	<p>Delegation of Powers</p>
<p>4.3 Meetings of the members of the Corporation and the procedures for such meetings shall be established by resolution of the Board.</p>	<p>Members’ Meetings</p>
<p>4.4 (a) The Board may, by Special Resolution, remove any member of the Corporation from office prior to the expiration of his or her term of office for any reason which the Board may deem sufficient.</p> <p>(b) Any member of the Corporation who is the subject of a motion referred to in paragraph 4.4(a) of this Bylaw may speak to such motion, provided the member is in attendance (either in person, by teleconference or by videoconference) at the meeting at which the motion is made, but such member shall not vote on the motion unless such member is also a Governor.</p>	<p>Removal from Office</p>
<p>Article V – Chancellor</p>	
<p>5.1 (a) The Chancellor shall be appointed by the Board for an initial term of three years, and may be re-appointed by the Board for not more than two additional three year terms.</p> <p>(b) Notwithstanding the provisions of paragraph 5.1(a) of this Bylaw, in special circumstances as may be determined by the Board, the Board may extend the final term of the Chancellor for a further period of not more than one year.</p>	<p>Appointment of Chancellor and Term</p>
<p>Article VI – President</p>	
<p>6.1 The President shall be appointed by the Board for such term and on such terms and conditions as the Board may determine.</p>	<p>Appointment of President - Term</p>
<p>6.2 In the event of a vacancy in the Office of the President, or in the absence or incapacity of the President, and absent any action by the</p>	<p>Vacancy in the</p>

<p>Board in respect thereof, the Vice-President (Academic) <i>ex officio</i> shall be acting President.</p> <p>6.3 (a) Except as provided in Sections 5.1, 6.1, and 10.3 of this Bylaw, authority to employ and to dismiss employees of the University is delegated by the Board to the President absolutely, and the President shall not be required to give the Board particulars of the exercise of such authority for approval or otherwise. The President may at any time and from time to time delegate in whole or in part the authority delegated to the President by the Board pursuant to this paragraph 6.3(a).</p> <p>(b) Except as may otherwise be provided by bylaw or statute, the President has full authority to hear and determine all complaints, petitions or appeals relating to the terms and conditions of employment of those employees of the University whom the President by virtue of paragraph 6.3(a) of this Bylaw has authority to employ and dismiss, and there shall be no appeal from the decisions of the President in these respects.</p>	<p>Office of the President</p> <p>Employment and Dismissal Authority</p>
<p>Article VII – Composition of Faculty Boards</p> <p>7.1 Each of the Faculty Boards of the Faculty of Arts and Social Sciences, the Faculty of Public Affairs, the Sprott School of Business, the Faculty of Science and the Faculty of Engineering and Design shall consist of the following:</p> <ul style="list-style-type: none"> (i) The Dean of the Faculty, <i>ex officio</i>. (ii) All members of the Teaching Staff, <i>ex officio</i>, holding an appointment in a department or school within the Faculty. (iii) All students, <i>ex officio</i>, holding elected or appointed memberships of departmental boards or school councils within the Faculty. (iv) Such other members of the Teaching Staff holding appointments outside the Faculty, as may be appointed to and by the Faculty Board from time to time. (v) Such other students, being members of another Faculty Board, as may be appointed to and by the Faculty Board from time to time. <p>7.2 Each of the Faculty Boards of the Azrieli School of Architecture and Urbanism, the School of Computer Science, the School of Industrial Design and the School of Information Technology shall consist of the following:</p> <ul style="list-style-type: none"> (i) The Director of the School, <i>ex officio</i>. (ii) All members of the Teaching Staff, <i>ex officio</i>, holding an appointment within the School. (iii) Those students elected to the Faculty Board in accordance with such regulations as may be passed by the Faculty Board from time to time and approved by Senate. (iv) Such other members of the Teaching Staff holding appointments outside the School, as may be appointed to and by the Faculty Board from time to time. (v) Such other students, being members of another Faculty 	<p>Composition of Faculty Boards General</p>

of the Finance Committee established pursuant to Section 9.1 of this Bylaw, and seven other persons as signing officers, any two of whom shall have power to sign all instruments and documents authorized by the Board.

- (b) The authority of the persons appointed as signing officers pursuant to paragraph 8.2(a) of this Bylaw shall commence on the first day of July next following the meeting at which their appointment is made, and shall continue for a period of one year.

Article IX – Committees of the Board

9.1 (a) There shall be an Executive Committee of the Board and such other standing and *ad hoc* Committees of the Board as the Board shall from time to time appoint, both in keeping with the overall fiduciary responsibility of the Board and so as to better accomplish the objectives and functions of the Board, including without limitation the oversight of the audit and finance functions of the Board.

- (b) At the first meeting following the first day of June, the Board shall appoint the members of each of the committees referred to in paragraph 9.1(a) of this Bylaw. Members of the committees so appointed shall assume their responsibilities as such effective the first day of July next following the meeting at which their appointment is made, and shall continue for a period of one year.

- (c) The committees of the Board established pursuant to paragraph 9.1(a) of this Bylaw shall have power to deal with such matters as may be referred to them by the Board from time to time, so long as such is consistent with the provisions of the Act and this Bylaw.

- (d) The committees of the Board established pursuant to paragraph 9.1(a) of this Bylaw shall report on committee activities at each meeting of the Board, and shall table for Board information minutes of committee deliberations following the approval of those minutes by the relevant committee.

9.2 (a) The Executive Committee of the Board shall consist of the Chancellor, the President, the chair of the Board, the vice-chair of the Board, , either the chair or the vice-chair of each of the committees of the Board appointed pursuant to paragraph 9.1(b) of this Bylaw, and such other persons as the Board may from time to time appoint.

- (b) In accordance with Article 2.3, the Past Chair shall be a non-voting, Honorary Member of the Executive Committee, and may remain in that position until the end of the Chair's term.

- (c) A quorum for meetings of the Executive Committee of the Board shall consist of one-half the number of members of the Executive Committee plus one, present in person, by teleconference or by videoconference, at least one of whom must be the Chancellor, the President or the chair of the Board.

- (d) Notwithstanding the provisions of paragraph 9.1(c) of this Bylaw, the Executive Committee of the Board shall have power at any time

Standing and Other Committees of the Board

Executive Committee

<p>between meetings of the Board to exercise any or all of the powers of the Board.</p>	
<p>Article X – Borrowing Powers, Special Powers, and Other Corporate Matters</p>	
<p>10.1 Subject always to the provisions of the Act, the Board may borrow money on the credit of the University in such amount, on such terms and from such persons, firms or corporations, including chartered banks, as may be determined by ordinary resolution of the Board from time to time, and the Board may authorize officers of the University to make, draw and endorse promissory notes or bills of exchange in the name of the University in respect thereof.</p>	<p>Borrowing Powers</p>
<p>10.2 Subject always to the provisions of the Act, the Board may issue bonds, debentures, and obligations and may hypothecate, pledge, charge or mortgage any part or all of the property of the University from time to time for any purpose within its powers, all by establishing bylaws through Special Resolution in that respect.</p>	<p>Borrowing Bylaws</p>
<p>10.3 In addition to the powers of appointment referred to in paragraphs 5.1 and 6.1 of this Bylaw, the Board shall have the power to appoint and dismiss each of the Vice-Presidents, the University Secretary, the Secretary of the Board, and the Director of Internal Audit and Advisory Services, all on such terms and conditions as the Board may from time to time determine.</p>	<p>Appointment Powers</p>
<p>10.4 Pursuant to paragraph 22(g) of the Act, the Board shall retain the exclusive authority to establish policy concerning student non-academic misconduct.</p>	<p>Student Non-Academic Misconduct</p>
<p>10.5 (a) Subject to the provisions of Section 22 of the Act, details on the academic governance of the University shall be as agreed from time to time between the Board and the Senate.</p> <p>(b) Subject to the provisions of Section 22 of the Act, the Senate is authorized to establish academic policy and procedures and to determine the final outcome in all cases of:</p> <ul style="list-style-type: none"> (i) Academic appeals and petitions from students on academic matters. (ii) Breaches of codes related to academic integrity and misconduct, as such may be developed and adopted by Senate from time to time. 	<p>Academic Governance, Policy and Procedures</p>
<p>10.6 The fiscal year of the University shall begin on the first day of May in each calendar year.</p>	<p>Fiscal Year</p>
<p>10.7 The seal impressed in the margin of this Bylaw is the corporate seal of the University.</p>	<p>Corporate Seal</p>
<p>10.8 The Board shall from time to time appoint an auditor or auditors of the University to hold office at the pleasure of the Board.</p>	<p>Auditors</p>
<p>10.9 Duties and responsibilities of Governors are summarized in the</p>	<p>Duties and Responsibilities</p>

<p>document titled "Statement of General Duties, Fiduciary Responsibilities and Conflicts of Interest," adopted by the Board at its 550th meeting (17/12/2008), as such may be amended from time to time by ordinary resolution of the Board.</p> <p>10.10 Subject to such limitations as may from time to time be imposed by any act of Canada or Ontario, or otherwise imposed by law, every Governor, former Governor, signing officer, former signing officer, or other person who is authorized to and has undertaken or is about to undertake any liability on behalf of the University, and every person who acts or has acted at the request of the University as a director or officer of a body corporate in which the University directly or indirectly has a controlling interest, and the heirs, legal personal representatives, estate and effects of such persons, shall from time to time and at all times be indemnified and held harmless out of the funds of the University, from and against:</p> <ul style="list-style-type: none"> (i) All costs, charges and expenses, whatsoever that such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such person for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such person in or about the execution of such person's office or in respect of any such liability; and (ii) All other costs, charges and expenses that he or she sustains or incurs in or about or in relations to the affairs referred to in sub-paragraph 10.10(i) of this Bylaw, except such costs, charges or expenses as are occasioned by such person's own willful neglect or default. 	<p>of Governors</p> <p>Indemnities</p>
<p>Article XI – Procedures of the Board</p> <p>11.1 The Board may from time to time adopt such procedures related to the operations of the Board and its committees, including rules respecting presentations and petitions to the Board and open and closed sessions of meetings of the Board and its committees, as it may deem necessary and appropriate, so long as such procedures are consistent with both the Act and this Bylaw.</p> <p>11.2 (a) Notwithstanding any vacancies on the Board, the Board may exercise its powers so long as there are at least twelve Governors.</p> <p>(b) Nine Governors, present in person, by teleconference or by videoconference, shall constitute a quorum.</p> <p>(c) Each Governor present in person, by teleconference or by videoconference at any meeting of the Board shall have one vote on all matters coming before the Board at that meeting. Proxies shall not be permitted.</p> <p>(d) All questions coming before the Board, other than those which by the Act or this Bylaw are identified as requiring a Special Resolution, shall be decided by a simple majority of those Governors present either in person, by teleconference or by</p>	<p>General Procedures</p> <p>Number, Quorum and Voting</p> <p>Meetings</p>

<p>videoconference, and in the case of an equality of votes the motion shall be defeated.</p> <p>(e) Unless a poll is requested, a declaration by the chair of the meeting that a resolution or decision has been carried, and an entry to that effect in the minutes of proceedings of the Board, shall be sufficient evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against such resolution or decision. If a poll is requested, the same shall be taken in such manner as the chair of the meeting directs.</p> <p>(f) The chair of the meeting may vote on all matters coming before the Board, but in the case of a tie vote shall not have a second or casting vote.</p> <p>11.3 (a) The Board shall meet at least five times in each year from the first day of July till the 30th day of June, as the Board shall arrange.</p> <p>(b) The chair of the Board, or any six Governors, may summon a meeting of the Board.</p> <p>(c) Meetings of the Board shall ordinarily take place on the campus of the University, but may be held at such other location within or outside Canada as may be determined from time to time by the Executive Committee of the Board referred to in Section 9.2 of this Bylaw.</p> <p>(d) A record of the proceedings of all meetings of the Board shall be kept by the Secretary of the Board in a book or books provided for that purpose and the minutes of every such meeting shall be submitted at the next meeting of the Board. After adoption by the Board the minutes, signed by the chair of the meeting to which such minutes relate or by the chair of the next succeeding meeting, and by the Secretary of the Board, shall be open to inspection by any Governor at any time during regular office hours in the office of the Secretary of the Board.</p> <p>11.4 (a) Notice in writing of the date, time and place of each meeting shall be sent to each Governor, addressed to such Governor at his or her address as it appears in the records of the Board at least five days before the day appointed for holding such meeting. Such notice shall be in the form of an agenda and shall specify in reasonable detail the matters, other than those of a routine nature, which are to be dealt with at such meeting, including in particular matters which, by these Bylaws or the Act, require a Special Resolution.</p> <p>(b) The notices referred to in paragraph 11.4(a) of this Bylaw shall be given only by the Secretary to the Board, or in his or her absence by a person appointed by the Secretary to act in that capacity. The accidental omission to give notice of a meeting to any Governor, or an accidental irregularity in connection with the giving of notice, shall not invalidate the proceedings at the meeting, including without limitation the passage of any Special Resolution.</p> <p>(c) Notwithstanding the provisions of paragraph 11.4(a) of this Bylaw, a meeting of the Board may take place without the requisite notice</p>	<p>Notice</p>
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having been provided to Governors if any of the following circumstances obtain:

- (i) if all Governors are present;
- (ii) if either before or after the meeting, those absent from the meeting signify in writing their consent to the meeting being held in their absence; or
- (iii) in exceptional circumstances requiring the immediate attention of the Board, the determination of which shall be a matter for the discretion of the Chair, or in the absence of the Chair, the Vice-Chair.

(d) In computing the date when notice must be given pursuant to this Section 11.4, the date of giving the notice shall be excluded and the date of the meeting of which notice is given shall be included.

Article XII – Miscellaneous

- 12.1 From time to time, the Board may, by Special Resolution, pass bylaws in addition to this Bylaw, including without limitation bylaws in exercise of the powers set forth in Section 10.2 of this Bylaw, and bylaws in substitution for or as an amendment or alteration to this Bylaw.
- 12.2 If any part of this Bylaw shall be held to be invalid or unenforceable, the remainder of this Bylaw shall be interpreted as if such part had not been included.
- 12.3 All bylaws of the University, other than borrowing bylaws, are hereby repealed and the foregoing substituted therefore.

This General Bylaw passed by Special Resolution of the Board of Governors of Carleton University at its 587th meeting held on December 2nd, 2014.

Anthony Tattersfield
Chair of the Board

Anne Bauer
Secretary of the Board