

BY-LAWS

of

ST. MARY'S UNIVERSITY

The Governors of St. Mary's University, incorporated pursuant to the *St. Mary's College Act* (the "Act") of The Legislative Assembly of Alberta, as amended, hereby replace the current By-Laws with these new By-Laws effective as at the date of promulgation hereof in accordance with the Act and the current By-Laws.

ARTICLE ONE INTERPRETATION

1.1 In the By-Laws of the University, unless the context otherwise requires:

"Board of Governors" and "Governors" mean the body established under Article Three;

"Business Day" means a day other than a Saturday, Sunday or a statutory holiday in the Province of Alberta;

"Chancellor" means the Roman Catholic Bishop of the Diocese or during any period during which the office thereof is vacant, the Vicar Capitular of the Diocese;

"Diocese" means the Roman Catholic Diocese of Calgary;

"St. Mary's University Policies" means policies and procedures as approved by Academic Council and/or the Board of Governors.

1.2 When the context so requires, grammatical variations of any term defined herein shall have similar meanings and a term used herein importing the singular number only shall include the plural and vice versa, a word importing gender shall include the other gender; "month" means calendar month; "person" includes any individual, firm, company, partnership, corporation, government, governmental body or agency, instrumentality and unincorporated body of persons or association; and "in writing" or "written" includes printing, typewriting or an electronic means of communication capable of being visibly reproduced at the point of reception.

**ARTICLE TWO
MISSION**

- 2.1** St. Mary's University is incorporated as a private university in the Catholic intellectual tradition for the promotion of higher education for Catholics and others. This purpose is further detailed in Mission and Vision Statements adopted by the Board of Governors from time to time.

**ARTICLE THREE
BOARD OF GOVERNORS**

3.1 Mandate

The management of the affairs of the University and the control of its property and funds shall be vested in the Board of Governors whose responsibilities include:

- a) establishing appropriate human resources, governance, operational, financial, and academic policies;
- b) engaging in such other activities and endeavors as shall promote the purposes and goals of the University; and
- c) exercising all such powers and doing all such acts and things as may be exercised or done by the Governors according to law, statute, by-law, rule or regulation.

The Board of Governors shall also be entitled to further amend these By-Laws provided that any such amendment is approved by two-thirds of the Governors and the Chancellor at a special meeting called for that purpose on 30 days notice, such notice to include the specific wording changes proposed.

3.2 Membership

The Board of Governors shall consist of:

- a) the Chancellor;
- b) the designate of the Chancellor from time to time;
- c) the President of the University;
- d) a Faculty representative;
- e) the President of the Student Legislative Council of the University;

- f) a representative of the Community Advisory Council;
- g) a representative of the Administrative Staff;
- h) a representative of the Alumni;
- i) an Ecumenical or interfaith representative nominated by the Governance and Nominating Committee; and
- j) at least seven (7) and up to ten (10) other individuals nominated by the Governance and Nominating Committee.

3.3 Executive Committee

- a) The Executive Committee is to consist of:
 - i) the Chancellor;
 - ii) the President of the University;
 - iii) the Chair;
 - iv) the Vice-Chair; and
 - v) up to four other Governors to be nominated by the Chair and confirmed by the Governors.
- b) A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The Chair of the Board of Governors shall be Chair of the Executive Committee. During intervals between meetings of the Governors, the Executive Committee shall possess and may exercise all the powers and authority of the Governors, except those requiring more than a simple majority to approve. If such Executive Committee shall have occasion to act, it shall report its action for ratification at the first meeting of the Governors after such action has been taken.
- c) The Executive Committee shall meet at the discretion of the Chair after seven (7) days written notice to other members. Any document or resolution of the Executive Committee, if signed by all of the members of the Committee, shall be binding as though passed at any meeting of the Executive Committee.

3.4 Term of Service

- a) The term of office of Governors, other than those contemplated by Subsections 3.2(a), (b), (c) and (e) above, shall be for three years.
- b) No individual other than those contemplated by Subsection 3.2(a) and (c) above, shall be eligible for more than two consecutive full (i.e., three year) terms as a Governor, subject to 3.5(c).
- c) In the event that the Governors believe it is in the best interests of the University, an individual may serve one additional three year term if such additional term is approved by no fewer than two-thirds of the Governors. This provision shall not prevent an individual who has served two consecutive full terms from again being eligible to serve as a Governor after a hiatus of a period of at least one year. In order to have as nearly as possible one-third of the terms expire each year, the Board of Governors may elect a Governor to a partial term of fewer than three years.
- d) Excepting only those Governors contemplated by Subsections 3.2(a), (c) and (e), a person shall cease to be a Governor upon any of the following:
 - i) declaration of mental incompetence by a court of competent jurisdiction;
 - ii) bankruptcy;
 - iii) conviction of an indictable offence;
 - iv) resignation; or
 - v) death.

Provided however, that the Chair or any other Governor may be removed by an affirmative vote of no fewer than two-thirds of the Governors for any cause which they deem fit. The President shall only be removed from the Board of Governors if his/her employment is being or has been terminated.

3.5 Vacancies

Whenever a vacancy occurs in the Board of Governors by reason of death, resignation, removal or otherwise, the Governance and Nominating Committee shall make a recommendation to the Board to fill the vacancy.

3.6 Types and Numbers of Meetings

No fewer than four regular meetings shall be held each year at a place, day and time designated by the Executive Committee. Special meetings of the Governors may be held upon notice from the Chancellor, the Chair or the President of the University, or upon call for a meeting by not less than one-third of the Governors.

3.7 Notice of Meetings

Notice of each meeting of the Board of Governors stating the date, time and place of the meeting shall be submitted by e-mail or other appropriate means of communication to each Governor no fewer than seven (7) days before the meeting. Notice of Special Meetings shall be submitted by e-mail or other appropriate means of communication to each Governor no fewer than thirty (30) days before the meeting. In exceptional circumstances, the requirement of advance notice of any meeting may be waived at the discretion of the Chair and/or the Vice-Chair on the condition that this is communicated to the extent possible to all members of the Board by any acceptable means of communication. The quorum provisions apply to any and all meetings.

3.8 Quorum

A simple majority of the whole membership of the Board of Governors shall constitute a quorum for the transaction of business. Unless otherwise stated, action may be taken by the Governors by a vote of the majority of Governors present and voting at a duly convened meeting. Except as permitted by subsection 3.11(c), a Governor may not vote by proxy.

3.9 Presiding

The Chair of the Board of Governors shall preside at all meetings of Governors, or, in the absence of the Chair, the Vice-Chair shall preside. If both the Chair and the Vice-Chair are absent or do not preside, a majority of the Governors present may choose a Chair for the meeting.

3.10 Special Actions of the Board of Governors

The Governors shall not sell, transfer, mortgage, convey or otherwise dispose of all or any major part of the property of the University, nor shall the University merge or consolidate with any other college, university, corporation or legal entity, unless any such action has been approved by the Chancellor and by the affirmative vote of not less than two-thirds of the Governors of the University at a Special Meeting.

3.11 Alternate Methods of Participation

- a) A resolution in writing signed by the majority of the Governors entitled to vote on that resolution is as valid as if it had been passed at a meeting of the Board of Governors or the relevant committee thereof.
- b) A Governor may participate in a meeting of the Board of Governors or of any committee thereof by means of telephone, video conferencing or other communication facilities that permit all persons participating in the meeting to hear each other, and a Governor participating in a meeting by those means is deemed for the purposes hereof to be present at that meeting.
- c) Where it is not convenient to hold a meeting of the Board of Governors or a committee thereof or in the event a quorum is not otherwise available, a resolution signed by a Governor and faxed, e-mailed or delivered by other appropriate written means of communication to the Secretary of the University, or in the event of a meeting, to the Chair of the meeting, shall be deemed to constitute a valid vote of the said Governor with respect to the matter set forth in the said resolution as if he or she had been in attendance at a meeting of the Board of Governors or the relevant committee thereof.
- d) A majority of the Governors is sufficient to pass resolutions on regular business matters. In the event of a tie vote, the Chair of the Board of Governors shall have the deciding vote.

ARTICLE FOUR COMMITTEES

4.1 Overview

In addition to the Committees specifically created in these Bylaws in 3.3, 4.2 and 4.3, the Board of Governors may create by resolution such standing and special committees of the Board as may from time to time be required. The Board of Governors may delegate any but not all of its powers to such committees, which may be in whole or in part composed of Governors. The Board of Governors shall approve the Terms of Reference for any such committee so created and such committee shall have no power except those specifically conferred in its Terms of Reference. The Board of Governors retains the power to dissolve any such committee at any time and at its complete discretion.

4.2 Governance and Nominating Committee

- a) The Chancellor, the Chair, the Vice-Chair, the President and up to four other Governors to be nominated by the Chair and confirmed by the Governors, shall constitute the Governance and Nominating Committee.
- b) Meetings of the Governance and Nominating Committee will be held as deemed necessary but at a minimum in advance of the December meeting of the Board of Governors to review and recommend to the Board of Governors new candidates for membership and renewal and completion of terms of office of the remaining Board of Governors members effective January.
- c) A majority of the members of the Governance and Nominating Committee shall constitute a quorum.
- d) The Governance and Nominating Committee shall ensure the Board follows appropriate governance practices and will regularly assess Board performance.
- e) The Governance and Nominating Committee shall review its terms of reference annually and recommend to the Board of Governors any required changes.

4.3 Audit and Risk Committee

- a) The Governors shall appoint annually from among their number an Audit and Risk Committee to be composed of no fewer than three Governors, a majority of whom are not officers of the University.
- b) Upon the recommendation of the Audit and Risk Committee, the Governors may appoint an individual or individuals from outside of its members to provide accounting and/or risk management expertise to the Committee.
- c) Each member of the Audit and Risk Committee shall serve during the pleasure of the Board of Governors and, in any event, only for so long as he or she shall be a Governor. The Governors may fill vacancies in the Audit and Risk Committee by appointment from among their number.
- d) The Audit and Risk Committee shall have the power to fix its quorum at not less than a majority of its members and to determine its own rules of procedure subject to any regulations imposed by the Board of Governors from time to time.

- e) The Audit and Risk Committee shall oversee the legal and regulatory compliance and accountability of the University, receive and review its financial statements, review and approve policies on risk management for risks which may jeopardize the achievement of the strategic vision of the University, and report to the Board of Governors with respect hereto, and shall have such other powers and duties as may from time to time by resolution be assigned to it by the said Board.
- f) The Audit and Risk Committee shall review its terms of reference annually and recommend to the Board of Governors any required changes.

4.4 Auditor

The Audit and Risk Committee shall recommend to the Board of Governors the appointment of external auditors, assess the auditors' services and review their fees. Upon this recommendation, the Governors shall appoint an auditor or firm of auditors each fiscal year. The accounts of the University shall be examined annually by the said auditor and by the Audit and Risk Committee of the Board of Governors.

ARTICLE FIVE OFFICERS OF THE UNIVERSITY

5.1 General

The officers of the University may include, but need not be limited to, the following: Chancellor, Chair of the Board of Governors, the Vice-Chair thereof, President, Vice-President Academic, Vice-President Advancement, Vice-President Finance, and University Secretary, and such other officers as the Board of Governors may from time to time elect or appoint.

5.2 Chancellor

The Chancellor is the ecclesial leader of the University with responsibility for overall direction to ensure that the University retains and promotes its Catholic identity. In addition to his roles and responsibilities as a member of the Board and Executive Committee, and as further provided for in the By-Laws, the Chancellor shall preside over all convocation ceremonies of the University.

5.3 Chair

The Chair of the Board of Governors shall be a Governor and shall be elected for a term of two years, and may be re-elected for no more than one additional consecutive full or partial term. The Chair shall be elected by the Board of Governors, upon recommendation of the Governance and Nominating Committee, and subject to approval by the Chancellor. The Chair shall serve from the first day of January following the election thereof and shall continue to serve until the successor thereof assumes office. The Chair shall preside at all the meetings of the Board of Governors and the Executive Committee, and shall perform such other duties as the Governors may direct.

5.4 Vice-Chair

The Vice-Chair of the Board of Governors shall be a Governor and shall be elected for a term of two years and may be re-elected for no more than one additional consecutive full or partial term. The Vice-Chair shall be elected by the Board of Governors upon recommendation of the Governance and Nominating Committee and subject to approval by the Chancellor. The Vice-Chair shall serve from the first day of January following the election thereof and shall continue to serve until the successor thereof assumes office. In the case of the death, absence or inability to act of the Chair, the Vice-Chair shall perform the duties of the Chair. The Vice-Chair shall also perform such other duties as the Governors may direct.

5.5 President

The President of the University shall be appointed by the Board of Governors subject to the approval of the Chancellor and may serve until terminated by the Board of Governors in accordance with the law or contract appointing him or her. The President is the Chief Executive Officer of the University and the Vice-Chancellor and is responsible for the academic life of the University. The President has general responsibility for the business affairs of the University and, at the meetings of the Board of Governors and other times as the Governors may request, shall report on the condition of the University and make such recommendations as may, in the opinion of the President, tend to promote the welfare of the University. The President shall perform all duties necessarily incident to the Office of the President and such other duties as the Board of Governors may direct. The President shall preside over meetings of the Academic Council and its recommendations and decisions shall be transmitted to the Board through the Office of the President. The President receives notice of and is entitled to participate in all formal meetings of the University.

5.6 Vice-President Academic

The Vice-President Academic shall be appointed by the Board of Governors upon the recommendation of the President and may serve until terminated by the Board of Governors in accordance with the law or the contract appointing him or her. The Vice-President Academic is the senior academic officer of the University, reports directly to the President, and is responsible for the academic development of the University and general oversight of academic programs and teaching. The Vice-President Academic performs other duties as assigned by the President and, in the absence of the President, speaks and acts on the President's behalf.

5.7 Vice-President Advancement

The Vice-President Advancement shall be appointed by the Board of Governors upon the recommendation of the President and may serve until terminated by the Board of Governors in accordance with the law or the contract appointing him or her. The Vice-President Advancement reports directly to the President, and is responsible for providing leadership, advice and direction on financial resource development. The Vice-President Advancement is accountable for the development and implementation of the University communication strategy. The Vice-President Advancement maintains liaison with the President, the Chair of the Board of Governors, and other members of the University community in respect to all matters concerning the Development Office. The Vice-President Advancement performs other duties as assigned by the President.

5.8 Vice-President Finance

The Vice-President Finance shall be appointed by the Board of Governors upon the recommendation of the President and may serve until terminated by the Board of Governors in accordance with the law or contract appointing him or her. The Vice-President Finance reports directly to the President and oversees all financial activities of the University, assures proper controls and the integrity of the financial system, maintains financial policies and procedures, and develops an annual budget in consultation with colleagues and the President for presentation to the Governors. The Vice-President Finance keeps account of all monies received and expended by the University and performs other duties as assigned by the President.

5.9 University Secretary

The University Secretary shall be appointed by the Board of Governors upon the recommendation of the President and may serve until terminated by the Board of Governors in accordance with the law or contract appointing him or her. The University Secretary also serves as Executive Assistant to the President and as Secretary of the Board, attends all meetings of the Board of Governors and its committees and keeps a record of the proceedings of all such meetings.

5.10 Review of Officers

The Chair and Vice-Chair, on behalf of the Board of Governors, shall formally review annually the performance of the President, and the President shall review annually the performance of the University Officers who report to the President.

ARTICLE SIX MEMBERS OF THE UNIVERSITY

6.1 Composition

Members of the University include but are not limited to all:

- a) full-time and part-time administrative staff of the University;
- b) full-time and part-time faculty of the University;
- c) full-time and part-time students attending the University;
- d) alumni of the University;
- e) members of the Board of Governors; and
- f) members of the Community Advisory Council.

ARTICLE SEVEN ACADEMIC COUNCIL

7.1 Members of the Academic Council

The Academic Council of the University shall be composed of:

- a) the President of the University, who shall chair;
- b) the Vice-President Academic or the senior academic officer of the University, who shall act for the President in the latter's absence;
- c) the Director of Campus Services of the University;
- d) the Registrar of the University;
- e) the Director of Campus Ministry;

- f) all full-time members of the University who hold academic appointments;
- g) two students nominated by the Student Legislative Council; and
- h) up to two (2) members appointed by the President who are of recognized stature as senior academics and who hold part-time faculty appointments at St. Mary's University;

Provided however that at all times, the number of members who are members under subparagraph (f) shall constitute a majority of members of the Council.

7.2 Powers and Responsibilities of the Academic Council

The Academic Council, subject to the authority of the Board of Governors, is responsible for the academic affairs of the University. In particular, but without restricting the generality of the following, the Academic Council is empowered to:

- a) recommend to the Board the establishment of courses of study and degree, diploma and certificate programs in any area in which the University has a right to provide such courses of study, degrees, programs and certificates;
- b) determine all courses of study that are to be offered by the University for credit towards the requirement for any degree, diploma or certificate;
- c) provide for the granting of and conferring of degrees, including honorary degrees and/or honorary fellowships;
- d) make decisions on the conduct and results of examination;
- e) provide for the preparation and publication of the University Calendar;
- f) determine the beginning and ending dates of the University semesters and of lectures and related activities;
- g) make rules and regulations for the management of the University Library;
- h) determine academic standards for the admission of students;
- i) make recommendations to the Board of Governors with respect to academic matters including academic planning, campus planning, facilities planning, academic budget; and procedures in respect to salaries, appointments, promotions, tenure and dismissals; and any other academic matters considered by the Council to be of interest to the University; and

- j) any recommendation from the Academic Council to the Board of Governors must be transmitted to the Board by the President.

7.3 Meetings and Procedure

The Academic Council will meet at least four times a year at a time and place designated by the President. A quorum shall consist of a majority of all members.

ARTICLE EIGHT ACADEMIC STAFF

8.1 Academic Staff

Subject only to the express provisions of Article V, all appointments, promotions and dismissals of academic staff shall be made by the President, in accordance with the procedures as set out in the St. Mary's University Policies.

8.2 Appointments

In appointing academic or senior administrative staff of the University the President shall:

- a) ensure that all efforts have been made to recruit outstanding academic and senior administrative staff who are willing and able to promote the Catholic identity of the University as the identity of a Catholic University is essentially linked to the quality of its teachers and their respect for Catholic doctrine;
- b) inform all prospective employees about the Catholic mission and identity of the University and its implications, and about the responsibility of all members of the academic and senior administrative staff to respect and promote that identity; and
- c) if the prospect appointee is a Catholic and is to be employed to teach Catholic theology in the University, the prospective appointee acknowledges in writing that he or she is to fulfill a mandate received from the Church and is to be faithful to the Magisterium of the Church as the authentic interpreter of Sacred Scripture and Sacred Tradition.

8.3 Termination

In addition to any other grounds for dismissal, for the purposes of protecting the identity of the University, any member of the academic staff:

- a) who fails to respect the Catholic identity of the University in any fashion which is both notorious and which may prejudice the integrity of the University; or
- b) who is a Catholic employed in the University as a teacher of Catholic theology and who is not faithful in his or her teaching or research to the mandate and to the Magisterium of the Church as the authentic interpreter of Sacred Scripture and Sacred Tradition; may be dismissed from employment with the University according to the procedures set out in the St. Mary's University Policies.

8.4 Academic Freedom

- a) Freedom of inquiry and freedom of expression define the University. The rights and obligations of academic freedom derive from the nature of academic life, and are consistent with the objectives of the University as a community of scholars which pursues the highest academic standards, promotes intellectual and spiritual growth, recognizes ethical and moral implications both of methods and discoveries, maintains respect for the inherent dignity of individuals as persons, and lives in the tradition of Catholic belief and its rich scholarly tradition.
- b) Specific principles of academic freedom include: freedom to teach and learn according to one's obligation, vision, and in accordance with the methods proper to each academic discipline; freedom to disseminate the fruits of study and research inspired by the scholarly obligation to pursue truth vigorously and honestly; and freedom to speak and write on issues in fulfilment of the obligations and legal rights of citizenship.
- c) Correlative obligations include: respectful allowance for the exercise of these freedoms by others; proper acknowledgement of the contributions made by others to one's work; preservation of the confidentiality necessary in personal, academic, and administrative deliberations; and adherence in the course of one's conduct, utterances and work, to the by-laws, mission, educational philosophy and educational objectives of the University.
- d) Members have the freedom to exercise professional judgment in the acquisition of materials, and in ensuring that these materials are freely accessible to all for bona fide teaching and research purposes, no matter how controversial these materials may be.

ARTICLE NINE
LIABILITY OF GOVERNORS AND OFFICERS

9.1 Indemnity of Governors and Officers

Every Governor and officer of the University, every former Governor and Officer of the University and their respective heirs and legal representatives shall from time to time and at all times, be indemnified and saved harmless by the University from and against all costs, charges and expenses whatsoever which such Governor or Officer may incur, or become liable for, by reason of any contract entered into or act or thing whatsoever made, done or permitted by him or her as such Governor or Officer, or in any way in the discharge of his or her duties, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a Governor or Officer of the University, if:

- a) he or she acted honestly, reasonably and in good faith with a view to the best interests of the University; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such person had reasonable grounds for believing that his/her conduct was lawful.

9.2 Protection of Governors and Officers

No Governor or Officer of the University shall be liable to the University for the acts, receipts, neglects or defaults of any other Governor or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage, or expense happening to the University through:

- a) the insufficiency or deficiency of title to any property acquired by the University or for or on behalf of the University;
- b) the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the University shall be placed out or invested;
- c) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- d) any loss, conversion, misapplication, or misappropriation of or any damage resulting from any dealings with any monies, securities, or other assets belonging to the University; or

- e) any loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless the same shall happen by or through his or her failure to exercise the powers and to discharge the duties of his or her office honestly, in good faith with a view to the best interests of the University, and in connection therewith to exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

9.3 Conflict of Interest

- a) A Conflict of Interest arises in any instance where a Governor or his or her family has existing or reasonably foreseeable financial or other interests that may impair or appear to impair his or her independent, unbiased judgement in the discharge of their responsibilities to the University. A family member is defined herein as a spouse, parent, sibling or child of the Governor and the Governor's spouse. Spouse is defined as anyone who has lived together within the preceding year or who are currently living together as spouses, whether legally married or not.
- b) A Governor who has a Conflict of Interest in a proposed undertaking, contract or agreement with the University or in any matter to be considered by the Board shall declare his or her interest and shall not be entitled to participate in the deliberations or any vote related thereto. Unless otherwise determined by the Board, such Governor shall withdraw from the meeting during the discussion and vote on any motion related thereto. A Governor who becomes aware of a Conflict of Interest after participating in a discussion or vote related thereto shall immediately report such Conflict of Interest to the Board.
- c) If any Governor or Officer of the University shall be employed by or shall perform services for the University otherwise than as a Governor or officer or shall be a member of a firm or shareholder, director or officer of a body corporate which is employed by or performs services for the University, the fact of his or her being a Governor or Officer of the University or body corporate or member of the firm shall not disentitle such Governor or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services, provided the said Governor or officer follows the Conflict of Interest policy outlined above.

ARTICLE TEN
ORDINANCES ISSUED BY THE CANADIAN CONFERENCE OF BISHOPS IN VIEW OF THE CORRECT APPLICATIONS OF THE APOSTOLIC CONSTITUTION *EX CORDE ECCLESIAE* AND THE GENERAL NORMS OF *EX CORDE ECCLESIAE*

Appended hereto and forming part of these By-Laws are The Ordinances issued by the Canadian Conferences of Bishops in View of the Correct Application of the Apostolic Constitution *Ex Corde Ecclesiae* and the General Norms of *Ex Corde Ecclesiae*. In particular, this part of the By-Laws should be referred as it relates to:

- a) the nature of a Catholic University and its communion with the universal church and the Holy See;
- b) the responsibility of the University to establish, maintain and strengthen its Catholic identity through the University community while respecting the freedom of conscience of each person; and
- c) the obligation to promote the pastoral care of all members of the University community and to be especially attentive to the spiritual development of those who are Catholics in order to unite intellectual learning with the religious dimension of life.

The undersigned hereby certify that the foregoing is a true copy of the By-Laws of the University approved and adopted by the University pursuant to a resolution of the Governors thereof at a duly constituted meeting dated this ___ day of _____, 2020.

Most Rev. William T. McGrattan
Chancellor

Gary Strother
Chair

**ORDINANCES
ISSUED BY
CANADIAN CONFERENCE OF CATHOLIC BISHOPS
IN VIEW OF
THE CORRECT APPLICATION
OF THE APOSTOLIC CONSTITUTION
*EX CORDE ECCLESIAE***

PREAMBLE

From earliest times, the Roman Catholic Church in Canada has sought to provide opportunities for higher education for indigenous peoples and Catholic settlers. In successive generations, clergy, religious and laity have joined together to promote and to preserve this precious educational legacy. Public demand—by Catholics and others—for the services provided by Catholic postsecondary institutions remains high.

The Church's universal interest in higher education continues to thrive and find expression in the particular history of Catholic colleges and universities in Canada. Canadian society clearly values such contributions to the well-being of society, which finds expression in the level of financial support offered by most public constituencies as well as privately.

As the number of those seeking higher education seems destined to continue to increase in coming decades and with educational possibilities being made available to the poor, older persons and others, Canadian Catholic institutions of higher learning are poised to meet the needs of society and the Church. Linking faith and reason in tertiary level education stands to benefit not only society at large, but the Church's mission too by the education and formation of youth in the faith, theological reflection on pressing cultural issues and the training of laity to fulfill of roles of special service in the Church (in such fields as catechetics, pastoral care of the sick and imprisoned, the good management of parishes, etc).

Catholic Educational Institutions in Canada

Catholic universities and university colleges in Canada operate in a complex organizational, legal, and cultural situation, which shapes their educational opportunities and activities, whether these institutions are "free-standing" universities or university colleges formally related to a parent institution. A few of Canada's Catholic colleges and universities are free-standing institutions in the sense that they have no formal relationship with a secular provincial university; the remaining colleges are federated or affiliated with a constituent university, which is part of a provincial university. Some of these institutions offer an extensive range of academic disciplines, whereas others offer programs and courses principally in more traditionally defined Catholic areas, such as religious education, philosophy and the like. The Catholic culture, intellectual tradition, and attendant spiritual issues of each institution will be addressed within the framework in which it exists and will do so through its courses, its chaplaincy, and the Catholic ambiance that all members of the academic community will endeavour to maintain and develop (*ECE*, Nos. 13-14; Art. 2 § 4; Art. 4 § 1).

Jurisdiction of the Provinces in Matters of Education

In accordance with constitutional arrangements, education in Canada falls within the jurisdiction of the provinces. Provinces regulate the number and kinds of universities by the granting of charters, by determining the essentials of the acts of incorporation, and by providing the major part of the funding. Canadian Catholic colleges and universities have a religiously pluralistic student body.

Standards of Accepted University Practice

Catholic institutions, reflecting the Catholic traditions of excellence and of openness to a diversity of cultures, follow the standards of accepted university practice and norms, which have been adopted in Canada, including respect for the linguistic rights and cultural aspirations of Canadians.

In addition, as part of a provincial university, federated and affiliated universities and colleges usually use the curriculum requirements and academic regulations established by the senates and legislative bodies of the constituent university.

Canadian System of Universities

Canada has a highly developed and diversified system of universities, which fosters academic excellence and professorial professionalism. Catholic institutions strive to adhere to these standards, which guarantee a high level of professional competence at the university level (*ECE*, No. 37; Art. 7).

Role of Ecclesiastical Authorities

In order then to fulfill his pastoral role and to ensure that the institution preserve its Catholic identity, the diocesan bishop or other competent ecclesiastical authority should, in consultation and cooperation with the appropriate university and college authorities, establish forms of their ongoing collaboration. Such collaboration is not only an ideal, but it is also a time-honored Canadian practice. By and large, internal university and college administrative authority is legally entrusted to lay boards of trustees on which there tends traditionally also to be both a Roman Catholic and clerical presence.

To facilitate dialogue and planning on matters of mutual interest, in 1985 the various heads of Catholic Universities and University Colleges in Canada established the Association of Catholic Colleges and Universities in Canada (ACCUC).

For its part, the Canadian Conference of Catholic Bishops acknowledges its right and duty to promote Catholic universities and colleges, as well as to foster their excellence through pastoral leadership and public signs of support. By their Catholic character, these institutions must keep

in close link with the country's bishops and, in a manner appropriate to their intellectual purpose, take their part in the Church's common mission, in particular as regards the task of evangelization, the development of mature faith and moral discernment, as well as dialogue of the faith with contemporary culture (*ECE*, Nos. 43-49).

PART II

GENERAL NORMS

Article 1. *The Nature of these General Norms*

§ 1. These General Norms are based on, and are a further development of, the Code of Canon Law (42) and the complementary Church legislation, without prejudice to the right of the Holy See to intervene should this become necessary. They are valid for all Catholic Universities and other Catholic Institutes of Higher Studies throughout the world.

§ 2. The General Norms are to be applied concretely at the local and regional levels by Episcopal Conferences and other Assemblies of Catholic Hierarchy (43) in conformity with the Code of Canon Law and complementary Church legislation, taking into account the Statutes of each University or Institute and, as far as possible and appropriate, civil law. After review by the Holy See (44), these local or regional "Ordinances" will be valid for all Catholic Universities and other Catholic Institutes of Higher Studies in the region, except for Ecclesiastical Universities and Faculties. These latter Institutions, including Ecclesiastical Faculties which are part of a Catholic University, are governed by the norms of the Apostolic Constitution *Sapientia Christiana* (45).

§ 3. A University established or approved by the Holy See, by an Episcopal Conference or another Assembly of Catholic Hierarchy, or by a diocesan Bishop is to incorporate these General Norms and their local and regional applications into its governing documents, and conform its existing Statutes both to the General Norms and to their applications, and submit them for approval to the competent ecclesiastical Authority. It is contemplated that other Catholic Universities, that is, those not established or approved in any of the above ways, with the agreement of the local ecclesiastical Authority, will make their own the General Norms and their local and regional applications, internalizing them into their governing documents, and, as far as possible, will conform their existing Statutes both to these General Norms and to their applications.

Article 2. *The Nature of a Catholic University*

§ 1. A Catholic University, like every university, is a community of scholars representing various branches of human knowledge. It is dedicated to research, to teaching, and to various kinds of service in accordance with its cultural mission.

§ 2. A Catholic University, as Catholic, informs and carries out its research, teaching, and all other activities with Catholic ideals, principles and attitudes. It is linked with the Church either by a formal, constitutive and statutory bond or by reason of an institutional commitment made by those responsible for it.

§ 3. Every Catholic University is to make known its Catholic identity, either in a mission statement or in some other appropriate public document, unless authorized otherwise by the competent ecclesiastical Authority. The University, particularly through its structure and its regulations, is to provide means which will guarantee the expression and the preservation of this identity in a manner consistent with §2.

§ 4. Catholic teaching and discipline are to influence all university activities, while the freedom of conscience of each person is to be fully respected (46). Any official action or commitment of the University is to be in accord with its Catholic identity.

§ 5. A Catholic University possesses the autonomy necessary to develop its distinctive identity and pursue its proper mission. Freedom in research and teaching is recognized and respected according to the principles and methods of each individual discipline, so long as the rights of the individual and of the community are preserved within the confines of the truth and the common good (47).

Article 3. *The Establishment of a Catholic University*

§ 1. A Catholic University may be established or approved by the Holy See, by an Episcopal Conference or another Assembly of Catholic Hierarchy, or by a diocesan Bishop.

§ 2. With the consent of the diocesan Bishop, a Catholic University may also be established by a Religious Institute or other public juridical person.

§ 3. A Catholic University may also be established by other ecclesiastical or lay persons; such a University may refer to itself as a Catholic University only with the consent of the competent ecclesiastical Authority, in accordance with the conditions upon which both parties shall agree (48).

§ 4. In the cases of §§ 1 and 2, the Statutes must be approved by the competent ecclesiastical Authority.

Article 4. *The University Community*

§ 1. The responsibility for maintaining and strengthening the Catholic identity of the University rests primarily with the University itself. While this responsibility is entrusted principally to university authorities (including, when the positions exist, the Chancellor and/or a Board of Trustees or equivalent body), it is shared in varying degrees by all members of the university community, and therefore calls for the recruitment of adequate university personnel, especially teachers and administrators, who are both willing and able to promote that identity. The identity of a Catholic University is essentially linked to the quality of its teachers and to respect for Catholic doctrine. It is the responsibility of the competent Authority to watch over these two fundamental needs in accordance with what is indicated in Canon Law (49).

§ 2. All teachers and all administrators, at the time of their appointment, are to be informed about the Catholic identity of the Institution and its implications, and about their responsibility to promote, or at least to respect, that identity.

§ 3. In ways appropriate to the different academic disciplines, all Catholic teachers are to be faithful to, and all other teachers are to respect, Catholic doctrine and morals in their research and teaching. In particular, Catholic theologians, aware that they fulfil a mandate received from the Church, are to be faithful to the Magisterium of the Church as the authentic interpreter of Sacred Scripture and Sacred Tradition (50).

§ 4. Those university teachers and administrators who belong to other Churches, ecclesial communities, or religions, as well as those who profess no religious belief, and also all students, are to recognize and respect the distinctive Catholic identity of the University. In order not to endanger the Catholic identity of the University or Institute of Higher Studies, the number of non-Catholic teachers should not be allowed to constitute a majority within the Institution, which is and must remain Catholic.

§ 5. The education of students is to combine academic and professional development with formation in moral and religious principles and the social teachings of the Church; the programme of studies for each of the various professions is to include an appropriate ethical formation in that profession. Courses in Catholic doctrine are to be made available to all students (51).

Article 5. *The Catholic University within the Church*

§ 1. Every Catholic University is to maintain communion with the universal Church and the Holy See; it is to be in close communion with the local Church and in particular with the diocesan Bishops of the region or nation in which it is located. In ways consistent with its nature as a University, a Catholic University will contribute to the Church's work of evangelization.

§ 2. Each Bishop has a responsibility to promote the welfare of the Catholic Universities in his diocese and has the right and duty to watch over the preservation and strengthening of their Catholic character. If problems should arise concerning this Catholic character, the local Bishop is to take the initiatives necessary to resolve the matter, working with the competent university authorities in accordance with established procedures(52) and, if necessary, with the help of the Holy See.

§ 3. Periodically, each Catholic University, to which Article 3, 1 and 2 refers, is to communicate relevant information about the University and its activities to the competent ecclesiastical Authority. Other Catholic Universities are to communicate this information to the Bishop of the diocese in which the principal seat of the Institution is located.

Article 6. *Pastoral Ministry*

§ 1. A Catholic University is to promote the pastoral care of all members of the university community, and to be especially attentive to the spiritual development of those who are Catholics. Priority is to be given to those means which will facilitate the integration of human and professional education with religious values in the light of Catholic doctrine, in order to unite intellectual learning with the religious dimension of life.

§ 2. A sufficient number of qualified people-priests, religious, and lay persons-are to be appointed to provide pastoral ministry for the university community, carried on in harmony and cooperation with the pastoral activities of the local Church under the guidance or with the approval of the diocesan Bishop. All members of the university community are to be invited to assist the work of pastoral ministry, and to collaborate in its activities.

Article 7. Cooperation

§ 1. In order better to confront the complex problems facing modern society, and in order to strengthen the Catholic identity of the Institutions, regional, national and international cooperation is to be promoted in research, teaching, and other university activities among all Catholic Universities, including Ecclesiastical Universities and Faculties(53). Such cooperation is also to be promoted between Catholic Universities and other Universities, and with other research and educational Institutions, both private and governmental.

§ 2. Catholic Universities will, when possible and in accord with Catholic principles and doctrine, cooperate with government programmes and the programmes of other national and international Organizations on behalf of justice, development and progress.

TRANSITIONAL NORMS

Article 8. The present Constitution will come into effect on the first day to the academic year 1991.

Article 9. The application of the Constitution is committed to the Congregation for Catholic Education, which has the duty to promulgate the necessary directives that will serve towards that end.

Article 10. It will be the competence of the Congregation for Catholic Education, when with the passage of time circumstances require it, to propose changes to be made in the present Constitution in order that it may be adapted continuously to the needs of Catholic Universities.

Article 11. Any particular laws or customs presently in effect that are contrary to this Constitution are abolished. Also, any privileges granted up to this day by the Holy See whether to physical or moral persons that are contrary to this present Constitution are abolished.

***Canadian Ordinances for the Application of the Apostolic Constitution Ex Corde Ecclesiae:
Implementation date at St. Mary's University College December 19, 2005: Board of Governors
motion #05/51***