



## BYLAW NO. 1

A bylaw relating generally to the conduct of the affairs of:

### SEA TO SKY UNIVERSITY

#### PART 1 INTERPRETATION

1.1 In these bylaws of the Sea to Sky University, unless the context otherwise requires:

“Act” means Sea to Sky University Act;

“Board” means the governors acting as authorized by the Act and these bylaws in managing or supervising the management of the affairs of the University and exercising the powers of the University;

“Board resolution” means a resolution passed at a meeting of the Board by a simple majority of the votes cast by those governors entitled to vote at such meeting;

“Bylaws” means this bylaw and all other bylaws of the University from time to time in force and effect;

“Chair” means a person elected or appointed to the office of Chair in accordance with these bylaws but such office holder may, with the approval of the Board, use the title, Chairperson, Chairman, or Chairwoman in substitution for, or in addition to, the title “Chair”;

“Chancellor” means the person appointed as Chancellor of the University pursuant to section 7.1 of the Act;

“Governors” means only those persons who have become governors in accordance with the bylaws and have not ceased to be governors;

“*Income Tax Act*” means the income Tax Act S.C. 1970-71-72, c. 63 as amended;

“Patron” means a person who has been appointed a Patron in accordance with these bylaws and has not ceased to be a Patron;

“President” means the person appointed as President of the University pursuant to Section 8.1 of the Act;

“Registered address” of a governor means the address of that person as recorded in the register of governors;

“Secretary” means a person who has been appointed to the office of Secretary in accordance with these bylaws and has not ceased to be the Secretary;

“University” means Sea to Sky University established by Act of the Legislative Assembly of British Columbia.

- 1.2 Words incorporating the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

## PART 2 GOVERNORS

- 2.1 The number of governors shall be such number, not being less than three and not being more than eleven, as may be determined from time to time by board resolution.
- 2.2 A person must be a minimum of 18 years of age and have the capacity under law to contract in order to be eligible to be a governor of the University.
- 2.3 Every governor shall subscribe to and support the purposes of the University. No person shall be a governor of the University unless duly elected a governor in accordance with these bylaws.
- 2.4 The initial members of the Board of Governors are the person who are, on the day the Act comes in to force, the governors of the Sea to Sky Foundation Incorporated under the *Canada Corporations Act* and shall serve for a term of eight years commencing on the day the Act comes into force.
- 2.5 Governors may be elected at a regular meeting of the Board or at a special board meeting called specifically for that purpose and shall take office commencing at the close of such meeting.
- 2.6 At the request of any candidate, elections may be done by secret ballot with the name of each candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
- 2.7 No governor shall vote for more governors than the number of vacant positions for governors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.
- 2.8 The term of office of governors shall normally be five (5) years, subject to the provisions of this bylaw. Governors may be elected to two (2) consecutive terms but then must cease to be a governor for at least one (1) year before being eligible for re-election. However the Board may, in its discretion, determine that some or all vacant governors' positions shall have a term of less than five years, the length of such term to be determined by the Board.

- 2.9 Every governor shall retire from office at the close of the board meeting immediately following the expiry of his or her term; but if no successor is elected and the result is that the number of governors would fall below three, the person previously elected as governor continues to hold office as if his or her term is extended until such time as successor governors are elected.
- 2.10 The governors may remove a governor before the expiration of such governor's term of office by a two-thirds majority vote by the Board.
- 2.11 A person shall immediately cease to be a governor:
- (i) Upon delivering his or her resignation in writing to the Secretary or to the address of the University;
  - (ii) Upon his or her death;
  - (iii) Upon being removed as provided for in these bylaws; or
  - (iv) Upon the expiration of his or her term of office.
- 2.12 A governor may be reasonably remunerated for services rendered in his or her capacity as a governor and a governor may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the University, all as determined by board resolution.
- 2.13 A governor may hold any office of place of profit in the University in conjunction with his or her office of governor for the period and on such terms as the Board determines.

### PART 3 PROCEEDINGS OF THE BOARD

- 3.1 A meeting of the Board may be held at any time and place determined by the Board, provided that seven (7) days' notice, or if notice is sent by mail then fourteen (14) days' notice, of such meeting shall be sent in writing to each governor. However, no formal notice shall be necessary if all governors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.
- 3.2 For the purposes of a meeting of the Board at which a governor is appointed to the Board, it is not necessary to give notice of the meeting to the newly elected governor or governors for the meeting to be properly constituted.
- 3.3 On the request of any two governors the Secretary shall convene a meeting of the Board.
- 3.4 The quorum of meetings of the Board shall be a simple majority of the governors in office at the time when the meeting convenes.

- 3.5 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of governors in office so long as a quorum remains.
- 3.6 The Chair shall be chair of all meetings of the Board; save that, if at any meeting the Chair is not present within 15 minutes after the time appointed for the meeting to commence, or the Chair requests that he or she not chair that meeting, the governors present may choose one of their number to be chairperson of that meeting.
- 3.7 If a person presiding as chair of a meeting of the Board wants to step down as chair for all or part of that meeting, the chair may delegate an alternate, hopefully a neutral, to chair such meeting or portion thereof, and that person shall do so upon receiving the consent of the majority of the governors present at such meeting.
- 3.8 All resolutions proposed at a meeting of the Board must be seconded. The chairperson of a meeting may move or propose a resolution.
- 3.9 Each member of the Board shall be entitled to one vote on any particular matter.
- 3.10 A governor chairing a meeting may vote but, if he or she does so vote and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 3.11 A resolution may be passed without a meeting if each of the governors entitled to vote on the resolution consents to it in writing. Such a resolution may be consented to in counterparts, and a governor's consent may be evidenced by the governor's original signature, a fax, scan, or PDF of the governor's signature, or by an email sent from the governor's usual email address.

#### PART 4 PATRONS

- 4.1 The Board may appoint prominent persons and office holders to be Patrons of the University.
- 4.2 The function and number of Patrons and the terms of each appointment shall be determined by the Board.
- 4.3 The Board may, in conjunction with or independent of the appointment of Patrons of the University, appoint a person to hold the title of Honorary Chair and a person or persons to hold the title of Honorary Co-Chair and determine the terms of each such appointment.

#### PART 5 COMMITTEES

- 5.1 The Board may create by board resolution such standing and special committees of the Board as may from time to time be required and which may, as the Board thinks fit, be in whole or in part composed of governors. The Board may delegate any, but not all, of its powers to such committees and any such committee shall limit its

activities to the purpose of purposes for which it is appointed, and shall have no powers except those specifically conferred on it by a board resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

- 5.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.
- 5.3 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed mutatis mutandis by the rules set out in these bylaws governing proceedings of the Board.
- 5.4 A member of a committee may be reasonably remunerated for services rendered in his or her capacity as a member of a committee and a member of a committee may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the University, all as determined by a board resolution.
- 5.5 Any members of a committee may be removed by a board resolution.

## PART 6 DONOR RECOGNITION

- 6.1 The Board may constitute various councils, circles, clubs and other forms of association to provide and encourage public recognition to donors, supporters and other friends of the University.
- 6.2 The Board shall determine the size, composition and specific functions of any such associations and determine the qualifications for membership.
- 6.3 The Board may determine the appropriate timing for meetings for such associations.

## PART 7 OFFICERS

- 7.1 The Board shall, by a simple majority of the governors present, appoint from among the governors a Chair. The Chair shall be responsible for chairing the meetings of the Board.
- 7.2 Should the Chair for any reason not be able to complete his or her term, the Board shall appoint a replacement without delay.
- 7.3 The Board shall appoint a Secretary who shall be responsible for making the necessary arrangements for:
  - (a) The issuance of notices of meetings of the Board;

- (b) The keeping of minutes of all meetings of the Board;
  - (c) The custody of all records and documents of the University except those required to be kept by the Treasurer;
  - (d) Subject to bylaw 11.2, the custody of the corporate seal of the University; and
  - (e) The conduct of the correspondence of the University.
- 7.4 The Board shall appoint a Treasurer who shall be responsible for making the necessary arrangements for:
- (a) The keeping of financial records, including books of account as are necessary;
  - (b) The custody and control of the assets of the University, including the implementation of the instructions of the Board as to the investment of the assets of the University and the University's banking transactions; and
  - (c) The rendering of financial statements to the governors and others when required.
- 7.5 Any two or more offices of the University may be held by one person.
- 7.6 The Board may appoint and remove such other officers as it deems necessary and determine the duties, responsibilities, title, term and remuneration, if any, of all officers.
- 7.7 A person may be removed as an officer by a resolution passed at a meeting of the Board by a majority of not less than 75% of the governors present. Otherwise, each officer appointed by the Board shall hold office until a successor is appointed or until an earlier resignation is received by the University.

PART 8  
CHIEF EXECUTIVE OFFICER

- 8.1 The Board shall select and appoint a chief executive officer of the University, to be known as President, and determine the terms of his or her employment.

PART 9  
AUDITOR

- 9.1 This Part applies only where the University is required or has resolved to have an auditor.
- 9.2 The Board may appoint an auditor to audit the accounts of the University, who shall hold office until he or she is re-appointed or his or her successor is appointed at the next meeting of governors.
- 9.3 The Board may fix the remuneration of any such auditor.
- 9.4 An auditor may be removed by board resolution.

- 9.5 An auditor shall be promptly informed in writing of appointment or removal.
- 9.6 The auditor shall audit the accounts of the University for report to the governors each year.

PART 10  
MANAGEMENT OF THE UNIVERSITY

- 10.1 The powers and duties of the University are vested in the Board, including but not limited to the management, administration and control of the property, revenue, business affairs and academic governance of the University.
- 10.2 No rule made by the University in a board meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 10.3 The Board may from time to time on behalf of and in the name of the University:
- (a) Raise and borrow money in such manner and amounts, on such security, or without security, from such sources and upon such terms and conditions as they think fit;
  - (b) Guarantee the repayment of money by any other persons or corporation or the performance of any obligation of any other person or corporation; and
  - (c) Incur, or secure the payment or repayment of or the performance of, any indebtedness or obligation in such manner and upon such terms and conditions in all respects as the Governors think fit, and, without limiting the generality of the foregoing, by the issue of bonds, notes, income bond, perpetual or redeemable debentures or any mortgage, charge or other security whether specific or floating, on the undertaking or on the whole or any part of the property and assets (both present and future) of the University or indebtedness of other obligation of the University.
- 10.4 The Board on behalf of the University may acquire, accept, solicit and receive, by purchase, lease, contract, donation, legacy, gift, grant, devise, bequest or otherwise, any kind of real or personal property, including without limitation shares in and securities of other corporations, licenses, royalties, inventions, patents of inventions, patent rights, copyrights, trade marks, formulae, processes, know-how and other industrial property and similar rights of all kinds; hold, use, control, manage, develop, sell, let, lease, license and otherwise deal with and dispose of, or hold as a trustee, all or any such property; and enter into, conduct and carry on agreements, trusts, contracts and undertakings in connection therewith or incidental thereto for the further attainment of the University's purposes.
- 10.5 The Board shall take such steps as it deems necessary to enable the University to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits ("collectively referred to herein as 'assets'") for the purpose of furthering the purposes of the University. The Board may accept an asset which has a liability attached to it. The Board may postpone conversation and retain any assets in the form

donated to the University notwithstanding that such assets are not income producing and any asset so retained shall be an authorized investment for all purposes of the University and a governor shall not be liable for any loss resulting from such postponement and retention. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

- 10.6 The University may invest and deal with the monies of the University not immediately required by the University both inside and outside of Canada in such manner as the Board may from time to time determine. In investing the funds of the University, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest, but may make any investments which in its opinion are prudent. In determining whether an investment is prudent, the Board may consider the extent to which an investment furthers purposes and funding of the University in addition to issues of pure economic return. A governor shall not be liable for any loss which may result from any such investment.
- 10.7 The Board may invest in real and personal property, shares, bonds, debentures and other securities, including mutual or other pooled investment funds, and evidences of indebtedness and obligations issued or guaranteed by any individual or entity and in evidences of any interest in respect of any such real and personal property, share, bonds debentures and other securities and evidence of indebtedness and obligations and the Board may invest and lend money at interest on the security of real or personal property or without security and may change or alter any investments, and while the University is the holder or owner thereof the Board may, on behalf of the University, exercise all rights, power and privileges of ownership, including all voting rights, if any, with respect thereto. The Board shall be authorized to invest in “non-qualified investments” and “non-qualifying securities” as defined in the *Income Tax Act*.
- 10.8 The University shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the purposes of the University. The University shall also have the power to enter into trust arrangements or contracts for the purpose of discharging obligations or conditions after imposed by a person donating, bequeathing, advancing or lending funds and property to the University, or assumed by the University in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.
- 10.9 In order to carry out the purposes of the University the Board may, on behalf of and in the name of the University, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.
- 10.10 The Board shall be entitled, in its discretion, to hold and deposit the funds and other assets of the University in one or more accounts, whether co-mingled with other funds and assets or not, in such manner as the Board in its discretion may determine from time to time.
- 10.11 When the University has received funds and property from an identified donor or other person and, on the instructions of such donor or other person, placed the funds

and property in an identifiable account, the University shall be entitled, in its discretion, to solicit the advice of such donors or other persons, or their representatives, on the application or distribution of the revenues from such account to particular charitable purposes or qualified donees. While the Board may consider such advice as to application or distribution, the ultimate decision as to the application or distribution must be made in absolute discretion of the Board.

- 10.12 The Board shall be entitled to retain, rely on the advice of and delegate powers and discretions to lawyers, accountants, financial advisors, investment advisors, agents and similar persons as they determine may be helpful to assist them in performing their duties and, without limitation, may delegate to an investment advisor any and all discretionary investment powers and in doing so shall not be liable.
- 10.13 The University shall be entitled, in its discretion, to accept and hold funds and property from donors and other persons and solicit the advice of the donors or other persons, or their representative, on the retention on investment of the funds and property transferred to the University by such donors or other persons. In determining whether such an investment is prudent, the Board may consider the extent to which an investment or retention furthers the purposes of the University and encourages further funding of the University by such donor or other persons.

#### PART 11 EXECUTION OF DOCUMENTS

- 11.1 The Board may provide a corporate seal for the University and, if provided, shall provide for the custody of the seal with the Secretary or for a temporary period, when authorized by a board resolution, with such other person as determined by the Board. The Board shall also have power from time to time to destroy a seal and substitute a new seal in its place.
- 11.2 The seal of the University shall be affixed only when authorized by the Board, and the only in the presence of the person or persons prescribed by the Board, or, if no person or persons are prescribed, in the presence of any two governors.
- 11.3 Contracts, documents or any instruments in writing requiring the signature of the University shall normally be signed by two officers or governors of the University or such other number of officers or governors as may be determined from time to time by board resolution. Further, the Board may from time to time by board resolution appoint a person or persons, any of whom may not be a governor or officer, to sign specific contracts, documents and instruments in writing.

#### PART 12 NOTICES

- 12.1 Any notice required to be given may be given to a member, a governor or a member of a committee either by delivery, electronic means such as facsimile or e-mail, or by first class mail posted to such person's or representative organization's registered address.

- 12.2 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice was posted. In providing that notice has been given it is sufficient to prove that notice was properly addressed and put in a post office receptacle with adequate postage affixed, provided that if there shall be, between the time of mailing and the deemed receipt of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by electronic means such as facsimile or e-mail shall be deemed to have been given on the day it was so delivered or sent.
- 12.3 If a number of days notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given shall not, but the day on which the event for which notice is given shall, be counted in the number of days required.

### PART 13 MISCELLANEOUS

- 13.1 Any meeting of the governors or any committees may also be hold, or any governor or committee member may participate in any meeting of the governors or any committee in which he or she is entitled to participate by conference call or similar communication equipment or electronic means or device provided that all the governors or committee persons entitled to attend such meeting respectively, have equal access to such means and have consented generally or in respect of a particular meeting to conducting the meeting in this manner. Further, sufficient security measures must be in place, such as allocation of individual confidential passwords, to allow access to any meeting held by electronic means to only those governors or committee members entitled to participate in such meeting. All governors or committee members must be able to participate and respond to one another during the meeting. All such governors or committee persons in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding anything to the contrary in the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the Secretary of such meeting. Further, if all governors entitled to attend such meeting respectively, have consented generally or in respect of a particular meeting, votes on any issue may be conducted electronically under the direction of the Secretary of the University in such a manner as to permit each governor or committee member to communicate adequately. Each governor or committee member, as the case may be, shall receive the same information and motions electronically. If any governor or committee member, objects to the specific means of communication to be used for voting on a specific manner, then the electronic voting process shall not be followed. A majority of the number of governors or committee members entitled to vote on such specific matter shall respond electronically to the Secretary in order to constitute a quorum within seven (7) days from the date of transmission of the motion from the Secretary to that governor or committee member. Each governor or committee member will be requested to indicate whether he or she votes for or against the matter to be voted on. Lack of a response within seven (7) days limit will be counted as an abstention. Every matter dealt with electronically shall be decided by a majority of votes cast on the matter. The Secretary shall inform each governor or committee member electronically and by fax or mail of the outcome of all votes including the identity of the governors or

committee members voting for, against and abstaining with respect to the matter within seven (7) days of the tally of the votes.

- 13.2 The rules governing when notice is deemed to have been given set out in these bylaws shall apply mutatis mutandis to determine when a board resolution shall be deemed to have been submitted to all of the governors.
- 13.3 The University shall have the right to subscribe to, become a member of and cooperate with any other society, foundation, corporation or association whose purposes or objectives are in whole or in part similar to the University's purposes.
- 13.4 The University shall retain sole control over its strategic operating, investing and financing policies and shall not enter into any contractual agreement or joint venture to share control or power, or grant significant influence to determine its strategic operating, investing and financial policies. While other societies or organizations may receive revenue from the investments and resources of the University, no such society or organization shall have the right to compel the production of revenue in any way which would be considered an "economic interest" as that concept is defined in the provision of the Professional Handbook of the Canadian Institute of Chartered accountants which deal with not for profit organizations.

#### PART 14 INDEMNIFICATION

- 14.1 The University hereby acknowledges that each and every governor and officer of the University shall be deemed to have assumed office on the express understanding and agreement and condition that every governor and officer of the University and his or her heirs, personal representatives and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the University for all amounts and damages which such governor or governors or officer or officers sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, her or them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him, her or them in or about the execution of the duties of his, her or their office or offices, and also from and against all other costs, charges and expenses which he, she or they sustain or incur in or about or in relation to the affairs of the University except costs, charges or such expenses as are incurred by his, her or their own willful negligence or default.
- 14.2 The University shall to the fullest extent possible indemnify and hold harmless, every person heretofore, now or hereafter serving as a governor, officer or agent of the University and his or her heirs and personal representatives.
- 14.3 Expenses incurred with respect to any claim, action, suit or proceeding against an officer or governor of the University may be advanced by the University prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.

- 14.4 The University shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable.
- 14.5 The failure of a governor or officer of the University to comply with the provisions of the *Act* or these bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.
- 14.6 The Board may cause the University to purchase and maintain insurance for the benefit of any person and his or her heirs and personal representatives against any liability incurred by that person resulting from him or her acting as a governor, officer, employee or agent of the University or as a governor or officer of any corporation or society because of his or her relationship to the University.
- 14.7 Each governor and officer of the University upon being elected or appointed shall be deemed to have contracted with the University on the terms of the foregoing indemnities.

PART 15  
BYLAWS

- 15.1 These bylaws shall not be amended or added to except by bylaw sanctioned by two-thirds of the votes cast at a board meeting called for the purpose of amending or adding to these bylaws.

Dated this 14 day of June, 2002  
Amended July 22, 2014  
Amended May 5, 2017



**Bylaw No. 2  
Sea to Sky University  
Passed at a Meeting of the Board of Governors  
Held at Squamish, British Columbia  
On the 12 day of August, 2005**

WHEREAS Section 6 (4) of the “Sea to Sky University Act” a Private Act establishing the Sea to Sky University (the “university”) provides that “the board may, by bylaw, change the name of the university”;

AND WHEREAS it has been discussed and agreed upon by the Governors that the name of the university should forthwith be changed to “Quest University Canada”;

The Governors hereby pass a bylaw as of the date hereof to change the name of the university to Quest University Canada.

*Certified and signed 23 day of September, 2005*