

## CHAPTER 44

### An Act to Amend the Trinity Western College Act

(As Amended 1972, 1977, 1979 and 1985) (Chapter 44 - Statutes 1969)

**HER MAJESTY**, by and with the advice and consent of the Legislative Assembly of the Province of British Columbia, enacts as follows:

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|----------------------------|----|--|
| <b>Short title</b>         | 1. | This Act may be cited as the Trinity Western College Act Amendment Act, 1985.  |
| <b>Interpretation</b>      | 2. | In this Act, unless the context otherwise requires, "Board of Governors" means the Board of Governors of the University;<br>"University" means Trinity Western University;<br>"Evangelical Free Church" means the Evangelical Free Church of Canada;<br>"President" means the President of Trinity Western University;<br>"Advisory Council" means the Advisory Council appointed by the Board of Governors of Trinity Western University;<br>"Chancellor" means Chancellor of Trinity Western University. |
| <b>Society continued</b>   | 3. | <p>(1) Trinity Western University heretofore incorporated under the Societies Act and the members from time to time of the Board of Governors are continued and hereby constituted a body corporate under the name "Trinity Western University".</p> <p>(2) The objects of the University shall be to provide for young people of any race, colour, or creed, university education in the arts and sciences with an underlying philosophy and viewpoint that is Christian.</p>                             |
| <b>Suits and Contracts</b> | 4. | The University may sue and be sued, and may contract and be contracted within its corporate name.  |
| <b>Financial</b>           | 5. | <p>The University may, subject to any conditions required by its By-laws,</p> <p>(a) borrow or raise or secure the payment of money; and</p>   |

- (b) draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable or transferable instruments; and
- (c) mortgage or pledge any or all of its property to secure any sum or sums of money borrowed or any part of the purchase money of property, and may issue and sell or pledge bonds, debentures, and obligations in accordance with the By-laws of the University.

**Investments**

- 6. The University may invest any of its funds in any way authorized so to do by the Board of Governors, and is not limited to investments authorized by law for trustees.

**Trust Company**

- 7. To the extent authorized to do so by its By-laws, the University may entrust any or all sum or sums of money belonging to the University to any trust company, to be held, controlled, administered, and dealt with by the trust company for such time and in such manner as the Board of Governors may from time to time direct.

**Director**

- 8. Wherever in the By-laws of the University there is a reference to the Board of Directors or to directors or to a director, the reference shall be deemed to be to the Board of Governors or the governors or a governor of the University, as the case may be.

**Powers and duties  
of governors**

- 9.
  - (1) The management and administration of the property, revenue, business, and affairs of the University shall be the responsibility of the Board of Governors.
  - (2) Subject to this Act and the By-laws of the University, the members of the Board of Governors may exercise all the powers of the University and are the members of the University.
  - (3) In the carrying-out of its powers and duties pursuant to this Act and the By-laws of the University, the Board of Governors is responsible to the University.
  - (4) The persons who, upon the coming into force of this Act, are members of the Board of Directors of Trinity Western University shall be members of the Board of Governors of the University until their successors are elected or appointed.

**By-laws**

- (5) The members of the Board of Governors shall be elected, in accordance with the By-laws of the University.
  - (6) The President is ex officio member of the Board of Governors and of all committees thereof.
10. (1) The By-laws of Trinity Western University, so far as not inconsistent with this Act, are the Bylaws of the University.
- (2) Nothing that is in conflict with this Act shall be included in the By-laws, and the By-laws shall not contain anything contrary to law.
- (3) The Board shall cause to be filed with Registrar of Companies a copy of the By-laws of the University and of every amendment thereto.
11. The Board of Governors may make By-laws for all purposes relating to the affairs, business, property, and objects of the University, and, without limiting the generality of the provisions of this Act or the Societies Act conferring powers upon the Board of Governors, the power of the Board of Governors to make By-laws extends to the following matters:
- (a) The operation of the University;
  - (b) Meetings and transactions of the Board of Governors;
  - (c) Appointments and membership of committees of the Board;
  - (d) Holding, place, and conduct of meetings of the Board of Governors, and meetings of the University, the notices and consents prerequisite to such meetings, quorums, voting rights at meetings, and all other matters in connection with such meetings;
  - (e) The filling of vacancies in the Board of Governors;
  - (f) All matters relevant to the terms and conditions of employment of any employees or employee of the University and the termination thereof;
  - (g) The remuneration, if any, of officers and employees of the University;
  - (h) The exercise of borrowing powers;
  - (i) The audit of accounts of the University;
  - (j) The custody and use of the common seal of the University;

- (k) The establishment, levying, payment, remission, and collection of registration and any other fees and assessments deemed appropriate by the Board of Governors, the amounts thereof, and the requirements regarding payment thereof;
- (l) The authorization of courses of study, normally requiring completion of secondary school for admission;
- (m) The appointment of a Chancellor of the University;
- (n) The resolution of disputes arising out of the affairs of the University by arbitration under the Arbitration Act or otherwise; and
- (o) The conduct generally of the affairs of the University.
- (p) A baccalaureate degree, a theological degree, and such other degrees as authorized by the Lieutenant Governor in Council following academic review by three qualified academics from other universities approved by the minister responsible for universities in British Columbia. The authority to grant graduate degrees shall be held in abeyance for three years following the coming into force of this Act.

## **Agreements**

12. The Board of Governors, on behalf of the University, may enter into any agreement or agreements with any university, college, or other institution of learning or with any person, body, or corporation, whether public or private, respecting and providing for co-operation in the exercise of any right, power, privilege, or function of the University.

## **Meeting of Board of Governors**

13. (1) The Board of Governors shall meet at least three times in each calendar year, and at such other time or times as may be necessary in its discretion.
- (2) The Board shall provide by By-law for the giving of not less than two weeks' written notice of every meeting thereof to each member of the Board.
- (3) A quorum for a meeting of the Board of Governors shall be two-thirds of all the members thereof.

- (4) The Board of Governors shall elect from among themselves a chairman, a secretary, and whatever other officers they may deem necessary. The chairman shall preside at all meetings of the Board.

- 14. The President and Dean of the University shall be appointed in accordance with the By-laws of the University.

**Duties and powers  
of President**

- 15. The President shall be the chief executive officer of the University, and he shall supervise and direct the work of the University, the teaching and the administrative staff, and be responsible for student discipline.
- 16. The Board of Governors, upon the recommendation of the President, may appoint the Academic Dean, the Dean of Students, the librarian, the registrar, the bursar, the professors, the lecturers, the instructors, and all such officers, clerks, and employees as may be deemed necessary for the purposes of the University, and define their duties and their tenure of office or employment.

**University Council**

- 17. (1) There shall be an Advisory Council comprising the President of the University, the Chairman of the Board of Governors, and whatever other advisory members those two members may appoint; provided that all such appointments shall be approved by the Board of Governors.
- (2) The Advisory Council shall provide expertise for the President and his staff in areas of university finance, management and development, and shall assist in furthering university objectives in such manner as may from time to time be prescribed by the Board of Governors.
- (3) The President shall be the Chairman of the Advisory Council.
- (4) The officers, term of membership, and procedures respecting the Advisory Council shall be prescribed in the By-laws of the University.

**Liability  
Exemption**

- 18. No member of the Board of Governors is, in his individual capacity, liable for any debt or liability of the University.

**Contracts**

19. (1) Contracts on behalf of the University may be made as follows:
- (a) Any contract that, if made between private persons, would be by law required to be in writing and under seal may be made on behalf of the University in writing under the common seal of the University, and may in the same manner be varied or discharged.
  - (b) Any contract that, if made between private persons would be by law required to be in writing, signed by the persons to be charged therewith, may be made on behalf of the University in writing signed by any person acting under its authority, express or implied, and may in the same manner be varied or discharged; and
  - (c) Any contract that, if made between private persons would by law be valid although made by parole only, and not reduced into writing, may be made by parole on behalf of the University by any person acting under its authority, express or implied, and may in the same manner be varied or discharged.
- (2) All contracts made, varied, or discharged according to this section shall, so far as concerns the form thereof, be effectual in law and binding on the University and all other parties thereto.
- (3) A bill of exchange or promissory note shall be deemed to have been made, accepted, or endorsed on behalf of the University if made, accepted, or endorsed in the name of, or by or on behalf of, or on account of the University by any person acting under its authority, express or implied.

**Taxation**

20. All property used for educational purposes whereof the University is the owner or a tenant is exempt from taxation under the Municipal Act, the Public Schools Act, and the Taxation Act.

**Powers**

21. The University shall have perpetual succession and a common seal, and has power to acquire by purchase, gift, devise bequest, or otherwise, real and personal property within or without the Province, and may hold, sell, dispose of, exchange, mortgage, lease, let, improve, and develop any such property, and, without restricting the generality of the foregoing, may acquire in any way or ways aforesaid land and tenements for use and occupation as university building, offices, residences, gardens, and playing-fields, acquire and develop libraries, furniture, and equipment, and deal with any and all such property as empowered to do by this section.

**Dissolution and winding-up**

22. (1) Upon dissolution or winding-up of the University, the assets of the University shall revert to the Evangelical Free Church of Canada.
- (2) The provisions of the Companies Act relating to the winding-up of companies apply, mutatis mutandis, to the University, but whenever there is a reference therein to a special resolution, the reference shall be deemed to be to a resolution.

These By-laws were approved by the Board of Governors on September 28, 1979, with subsequent revisions approved as follows:

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| 1. | January 31, 1981     | By-law Part II Revised                                 |
| 2. | October 16, 1982     | By-law Part III  |
| 3. | April 23, 1984       | Revised  |
| 4. | January 25-26, 1985- | By-law Part IV Revised with addition of PartN,5.       |
| 5. | October 24, 1987     | By-laws Part I, Part II, Part III, Part IV Revised     |
| 6. | April 24,1989        | By-law, Part III 2(10) Revised                         |
| 7. | January 25, 1991 -   | By-law, Part III 1, 2(9), 3(6), 4(4) Revised           |
|    |                      | By-law, Part III 2 (1),2 (7), 3 (4), 3 (7) (j) Revised |
| 8. | October 25-26, 1991- | By-law, Part III 3 (4) Revised                         |

### **BY-LA WS OF TRINITY WESTERN UNIVERSITY**

#### **PART I**

##### **INTERPRETATION**

1. The definitions in the Trinity Western College Act Amendment Act, 1985 shall apply to these By-laws.
2. Nothing herein shall conflict with any provision of the Trinity Western College Act Amendment Act, 1985.

#### **PART II**

##### **SPONSORSHIP AND DIRECTION**

Inasmuch as it is the intent of Trinity Western University to maintain a close affiliation and responsibility to the Evangelical Free Church of America and the Evangelical Free Church of Canada, the General Conferences of both bodies meeting in annual sessions or in special sessions at such times and places as the Conferences shall determine, with duly appointed delegates from member churches, shall exercise general direction and sponsorship of the University.

In the event of any proposed changes to By-laws, Part II, Part III, 2 (1-5) and Part III, 3 (2), (being areas affecting the relationship of the University to the Evangelical Free Church of America and the Evangelical Free Church of Canada), no change shall be effected until the Evangelical Free Church of America and the Evangelical Free Church of Canada have had the opportunity at an Annual Conference session of each body to consider the proposed changes and make representation to the Trinity Western University Board of Governors concerning the said proposed changes.



### **PART III**

#### **ADMINISTRATIVE ORGANIZATION OF THE UNIVERSITY**

1. The Administration of Trinity Western University shall be vested in the following persons and bodies:

- (a) The Board of Governors
- (b) The President
- (c) Vice President for Academic Affairs
- (d) Vice President for Student Affairs
- (e) Vice President for Business and Administration
- (f) Vice President for University Advancement
- (g) Director of Finance
- (h) The Registrar
- (i) Such officers and other persons appointed from time to time by the Board of Governors.

The designation "Dean of the University" refers to the Vice President for Academic Affairs.

#### **2. THE BOARD OF GOVERNORS**

- (1) The affairs of the University shall be managed by the Board of Governors, consisting of twenty-one members, seven elected by the Annual Meeting of the Evangelical Free Church of America, seven elected by the Annual Conference of the Evangelical Free Church of Canada and seven appointed by the fourteen elected members. They shall all serve for a term of three years each. The President of the Evangelical Free Church of America and the President of the Evangelical Free Church of Canada shall each be ex officio members of the Board of Governors.
- (2) The fourteen elected members must be members in good standing of the Evangelical Free Church in either the United States or Canada. The seven appointed members must be committed Christians and members in good standing in their local churches, but whose appointment is without regard to Free Church membership.
- (3) The terms of one-third of the Board members shall expire each year. The terms of office for all members of the Board shall be three years, with a limitation of two consecutive terms.
- (4) All members of the Board of Governors shall, without any reservation, agree to and sign annually the doctrinal statement of Trinity Western University.
- (5) The Board of Governors shall be responsible for the school as specified in the Constitution and Charter of Trinity Western University. A quorum of two-thirds shall be required to conduct school business.

- (6) Casual vacancies of the Board caused by death, resignation or incapacity to act shall be summarily filled by the Board of Governors. This appointed member shall hold office for the remainder of the unexpired term of the vacating member.
- (7) The Board may appoint committees comprised of members of the Board or otherwise, and may delegate to such committees such of its powers as it may deem advisable. The Board shall make provision for an executive committee to deal with all matters of business between meetings of the Board.
- (8) Unless otherwise provided, questions arising at any meeting of the Board shall be decided by a majority of votes. In cases of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote.
- (9) The Board shall appoint on the recommendation of the President, the Vice President for Academic Affairs, the Vice President for Student Affairs, the Vice President for Business and Administration, the Vice President for University Advancement, the Director of Finance, the Registrar and Assistants to the President and shall define their duties and tenure of office or employment and through these senior officers the appointments of all other officers or employees deemed necessary for the purpose of the University with the exception of tenure-track faculty and selected Student Affairs personnel.

All tenure-track faculty personnel shall be appointed by the Board on recommendation of the President in consultation with the Vice President for Academic Affairs and following an interview with a sub-committee of the Board.

- (10) The Board shall upon recommendation of the President award undergraduate and graduate degrees to students who successfully complete prescribed courses of university-level studies offered by the University in those subject areas deemed by the Board to have degree status.

### 3. **PRESIDENT**

- (1) The President shall be the chief executive officer of the University, shall supervise and direct the work, teaching and administrative staff, and student discipline, and appoint such committees as he may deem necessary to assist him in the carrying out of his duties and functions.
- (2) The President of Trinity Western University, for the first term of office, upon recommendation of the Board of Governors of Trinity Western University, the approval of the members of the Board of Directors of both the Evangelical Free Church of Canada and the Evangelical Free Church of America, and the ratification of the Annual Meetings of the Evangelical Free Church of Canada and the Evangelical Free Church of America shall be elected and shall assume his position for a term of three years.

For any succeeding terms, the President of Trinity Western University, upon recommendation of the Board of Governors of Trinity Western University and the approval of the members of the Board of Directors of both the Evangelical Free Church of Canada and the Evangelical Free Church of America, shall assume his position for a term of three years.

The Annual Meetings of the Evangelical Free Church of Canada and the Evangelical Free Church of America however, shall retain the right to request that any new term be ratified by Annual Meeting action.

- (3) The President is responsible to the Board of Governors for the conduct of the affairs of the University in accordance with the principles and objectives thereof.
- (4) The President is a non voting ex officio member of the Board of Governors and of all committees thereof, and, in the absence of the Chairman of the Board, may preside at Board meetings. No other member of the faculty or administrative staff shall serve on the Board of Governors.
- (5) The President shall, together with any persons appointed by the Board, sign all By-laws.
- (6) During the absence or inability of the President to act, his powers and duties shall be exercised by the Vice President for Academic Affairs unless the Board shall rule otherwise.
- (7) Notwithstanding the generality of his functions, the President or his nominee shall, inter alia, have power to:
  - (a) consider and determine all courses of study;
  - (b) determine requirements for admission to the University;
  - (c) recommend to the Board of Governors courses of University instruction;
  - (d) receive, consider and make recommendations respecting all academic matters, including recommendations for diplomas and degrees;
  - (e) conduct examinations and appoint examiners;
  - (f) award scholarships, medals and prizes;
  - (g) make rules and regulations respecting student conduct and activity;
  - (h) publish the University calendar;
  - (i) make policy recommendations to the Board of Governors which will enable the University to achieve its objects and purposes.
  - (j) ensure that all faculty members, without any reservation, agree to and sign annually the doctrinal statement of the Evangelical Free Church.

#### 4. **ADVISORY COUNCIL**

- (1) There shall be an Advisory Council comprised of such persons as may be appointed by the Board of Governors upon the recommendation of the President and the Chairman of the Board.
- (2) The purpose of the Advisory Council shall be as follows:
  - (a) to provide expertise for the President and his staff in areas of finance, management and development in all areas of University concern;
  - (b) to assist in keeping the University constituency informed of and actively interested in the ministry of the University;
  - (c) to assess from members of the constituency what are the needs, concerns and outlook of those the University serves;
  - (d) to propose and promote ways and means whereby the University may have a more extended and effective ministry;
  - (e) to promote an interest among young people and to recruit them for the Christian education offered by the University;
  - (f) to attract and encourage through its membership an ever-widening circle of friends who will prayerfully support the University;
  - (g) to be prayerfully on the alert for qualified personnel who might be led to actively participate in the work by joining the staff or faculty as the need arises.
- (3) Members of the Advisory Council shall hold office for a period of three years, and may be re-appointed by the Board of Governors.
- (4) The Officers of the Advisory Council shall be:
  - (a) The President of the University (Chairman);
  - (b) Chairman of the Board of Governors;
  - (c) Vice President for University Advancement.
- (5) The Advisory Council shall meet at least twice a year, once in each semester, with additional meetings to be held in conjunction with the Board of Governors or other bodies or groups as may from time to time be necessary.
- (6) The University shall maintain regular communication with Council members, shall keep the members informed of significant needs, developments, matters for praise and prayer, and shall call for response to same.

**PART IV**

**MISCELLANEOUS**

1     **AMENDMENT**  
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The By-laws of the University shall not be altered or added to except by special resolution of the Board of Governors. For all purposes of the University "special resolution" shall mean a resolution passed by a two-thirds majority of such members entitled to vote as are present in person or represented by proxy (where proxies are allowed) at a meeting of the Board.

2.     **FISCAL YEAR**

The fiscal year of the Society shall terminate on the 30th day of June of each year.

3     **PREPARATION AND CUSTODY OF MINUTES**  
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The secretary or some other officer specially charged by the Board of Governors with that duty shall maintain and have charge of the minute books of the University and shall record or cause to be recorded therein minutes of proceedings of all meetings of the Board of Directors.

4.     **MEETING PROCEDURE**

Any procedure not provided for in these By-laws shall be in accordance with Roberts' Rules of Order.

5.     **TRINITY WESTERN ALUMNI ASSOCIATION**

The Board of Governors shall be empowered to establish an alumni association for the University, to be known as the "Trinity Western Alumni Association", which Association shall have a constitution duly approved by the Board.