

By-Law No. 1

Effective Date: April 24, 2024

Supersedes: April 27, 2023, September 21, 2021, June 27, 2019; September 26, 2017

Being a by-law to regulate generally the affairs and the exercise of the powers of The Board of Governors (hereinafter referred to as the **Board**) as set forth in The University of Western Ontario Act 1982 as amended in 1988 and 2016 (hereinafter referred to as the **Act**) and the calling and conduct of its meetings.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of t

CORPORATE SEAL

1. The Corporate Seal of the Board shall be in the form impressed in the margin hereof and it shall be in the custody of the University Secretary or such other person as the Board may from time to time designate.

ELECTION OF BOARD MEMBERS

2. The election and appointment of members of the Board shall be governed by the provisions of the Act in respect to number, eligibility for election and term of office.
3. The University Secretary shall be the Chief Returning Officer.
4. Elections shall be conducted in accordance with procedures determined by special resolution of the Board.¹

¹ See [Election Procedures](#)

7. For purposes of this by-law, membership year means the twelve-month period beginning on July 1 and ending on June 30.
8. Pursuant to section 12(3) of the Act, where within any membership year a member of the Board, other than an *ex officio*

16. The Chair shall preside at all meetings of the Board and shall carry out such other duties as

otherwise determined by the Board. The Chair may cancel a regular meeting if, after consultation with the President, the Chair is satisfied that the holding of a regular meeting is not warranted because of insufficient agenda.

- (b) Unless the University Secretary, in consultation with the Chair, determines that special circumstances warrant meeting remotely, regular meetings shall be held in person. Members may attend up to two in-person regular meetings in an academic year by teleconferencing or other electronic means.
- (c) The schedule of regular Board and committee meetings for the next academic year will be presented to members at the first regular meeting of the calendar year.
- (d) The agenda for the meeting shall be prepared by the University Secretary in
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- (d) Notice of special meetings, together with the agenda, shall normally be made available to each member not less than two days before the meeting is to take place. In urgent circumstances, and with the approval of the Chair, a special meeting may be called and materials provided within a shorter time frame.
 - (e) Notices of special meetings and agenda materials are normally distributed by electronic means.
 - (f) The accidental failure to give notice of a special meeting to any member of the Board or any accidental irregularity in connection with the giving of notice shall not invalidate the proceedings at such meeting.
 - (g) In the event that a special meeting is adjourned to reconvene at a stated time and place, no further notice is necessary unless the meeting so adjourned decides otherwise by resolution.
23. In-person meetings of the Board will be held on Western's central campus unless notice of a different location is given.
24. Normally, regular meetings of the Board are divided into open and closed sessions. Subject to limitations of space, members of the public may attend the open session of any Board meeting. Notice of the date, time, and location of the public session of regular meetings shall be sufficiently given if posted on the University Secretariat's web page at least two

- (b) In special circumstances, and with advanced notice, the Chair may grant speaking privileges to others.
- (c) Other than as provided in this section, the Board shall not accept recommendations, proposals, or submissions from, or deal directly with, any individual or component of the University or any campus organization.
- (d) Except for the reports of committees, items of b()10.651 . 4/P AMCI-3 ((v)-8.5 (i)71)-1.3 (m61 -1.211 90

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meeting is to take place. With the permission of the Chair of the committee, items may be added to an agenda and additional documentation distributed within a shorter time frame.

- (c) Notice to members may be given by mail, telephone, facsimile, or electronic means.
 - (d) Attendance at committee meetings by teleconferencing or other electronic means is permitted.
 - (e) The accidental failure to give notice of a meeting to any member of the committee or any accidental irregularity in connection with the giving of notice shall not invalidate the proceedings at such meeting.
 - (f) In the event that a meeting is adjourned to reconvene at a stated time and place, no further notice is necessary unless the meeting so adjourned decides otherwise by resolution.
50. The general conduct of committee meetings shall follow the rules and procedures as set forth in the Rules of Procedure at Meetings, and for matters not dealt with in the Rules of Procedure at Meetings, the Board's approved parliamentary authority.
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that committee may be performed by electronic vote or by any three of its members from time to time present at a meeting, of whom at least one shall be

The Chair or the Vice-Chair of the committee, or failing such,
The Chair of the Board or the Vice-Chair of the Board

When such meetings are called, all members of the committee shall be notified and invited to attend. Business transacted at such meetings shall be reported to the relevant committee at its next regular meeting.

EXECUTION OF INSTRUMENTS

60.

Unless otherwise provided by the Board, and except as herein provided, documents obligating the board

63. The Board may at any time determine the manner in which, and the person or persons by whom, any particular deed, transfer, assignment, contract or obligation, or any class thereof may or shall be signed.

BANKING

64. The banking affairs of the University shall be transacted with such banks, or other corporations carrying on a banking business, as the Board may from time to time designate by resolution, and all such banking affairs shall be transacted on behalf of the Board by such persons as the Board may designate by resolution and to the extent therein provided.

INVESTMENTS

65. The Board may designate by resolution authority to manage the investments owned or held in the name of the University and to purchase, transfer, exchange, sell or otherwise dispose of securities in accordance with policy approved by the Board.

FISCAL YEAR

66. The fiscal year of the Board shall be a twelve-month period commencing on the first day of May and ending on the thirtieth day of April in the succeeding year.

USE OF UNIVERSITY NAME AND ARMS

67. No persons shall assume or use the name or the coat-of-arms of The University of Western Ontario, or any design in imitation of the same, or any trademark, copyrighted material or brand of the University without the authority of the Board.

PARLIAMENTARY AUTHORITY

68. The American Institute of Parliamentarians Standard Code of Parliamentary Procedure (latest edition) shall govern the Board and its committees and subcommittees in all parliamentary situations not provided for in the Act, the by-laws of the Board, special resolutions, or Rules of Procedure at Meetings.

AMENDMENT

69. Notice of any motion to enact, amend or repeal any by-law of the Board shall be given to the Board by mail, facsimile, or electronic means at least 30 days prior to the meeting of the Board at which the motion is to be presented.
70. A motion to enact, amend or repeal any by-law of the Board shall not carry unless it receives the affirmative vote of at least 15 members of the Board.
71. Notwithstanding sections 69 and 70, the Board may, by resolution, delegate authority to a committee of the Board to approve non-substantive amendments to the by-laws. Non-substantive amendments require the affirmative vote of a majority of those present at a

duly constituted meeting of the Board or of a committee to which the Board has delegated authority to approve such amendments. Any amendments made by a committee on delegated authority of the Board will be reported to the Board at its next regular meeting.