



**UNIVERSITY OF NORTHERN BRITISH COLUMBIA**

**BY-LAWS**

**OF**

**THE BOARD OF GOVERNORS**

**November, 2005**

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(Note: references preceded by "S." are references to sections of the University Act)

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## Background

University of Northern British Columbia (hereinafter called "UNBC" or the "University") was established by the University of Northern British Columbia Act, Statutes of British Columbia 1990 Chapter 28, effective July 20, 1990 (B.C. Regulation 233/90). The UNBC Act was repealed on July 15, 2002, after which date the University fell exclusively under the purview of the University Act, Revised Statutes of British Columbia 1979 Chapter 419 (hereinafter called "the University Act").

The University Act provides for a Convocation, a Chancellor, a Board of Governors, a Senate, Faculties, a President and a Registrar for the governance of UNBC and establishes minimum requirements for the holding of meetings and the conduct of elections. The University Act gives to the Board of Governors the power to make rules for the conduct of its business. The following are the rules for the Board of Governors, to be known as By-laws of the Board of Governors. The Board of Governors is hereinafter sometimes called the Board. These by-laws also govern all committees of the Board.

Some of the by-laws paraphrase a statutory provision and in those cases a reference to the statutory section has been included. The by-laws are in bold type and excerpts from the University Act are in italic type.

## Article 1 - Interpretation

### 1.1 University Act Definitions Apply

The following definitions in the University Act apply to these by-laws:

#### **S.1 Definitions**

*In this Act:*

*"**alumni association**" means the association of graduates of a university, membership in which is open to all graduates of the university;*

*"**board**" means the board of governors of a university;*

*"**chancellor**" means the chancellor of a university;*

*"**convocation**" means the convocation of a university;*

*"**director of continuing education**" means the officer of a university whose duty it is to direct the university's continuing education program;*

*"**faculty**" means an academic administrative division of a university constituted by the board as a faculty under section 39, or the dean and faculty members of a faculty, as the context requires;*

*"**faculty member**" means a person employed by a university as an instructor, lecturer, assistant professor, associate professor, professor, or in an equivalent position designated by the senate;*

*"**president**" means the president of a university;*

*"**registrar**" means the registrar of a university;*

*"**senate**" means the senate of a university;*

*"**student**" means a person who is presently enrolled at a university in a credit course or*

*who is designated by resolution of the senate as a student;*

*"student society" means an organization incorporated as a society under the Society Act whose purpose is to represent the interests of the general undergraduate or graduate student body, or both, but does not include a provincial or national student organization;*

*"university" means each of the universities named in section 3 (1).*

## **1.2 Further Definitions**

**The following definitions also apply to these by-laws:**

- (a) **"Chairperson" means chairman; and "chair", "chairman" and "chairperson" may be used interchangeably;**
- (b) **"member" means any member of the Board or a committee thereof;**
- (c) **“faculty” means “College”.**

## **1.3 University Act Prevails**

**If there is any conflict between anything in these by-laws and the University Act, the University Act will prevail.**

## **1.4 Robert's Rules of Order Apply**

**If there is any matter of procedure not dealt with, then Robert's Rules of Order, Newly Revised (2000) 10th edition, and any later authorized revision, shall apply.**

## **1.5 General Interpretation**

**In these by-laws, unless there is something in the subject matter or context inconsistent therewith:**

- (a) **the singular shall include the plural and the plural shall include the singular;**
- (b) **words importing a gender shall include other genders;**
- (c) **the word "person" shall include firms and corporations;**
- (d) **a reference to a statute shall be deemed to extend to and include any amendment or re-enactment of such statute.**

# **Article II - Powers And Duties Of The Board**

## **2.1 General Powers and Duties Stipulated by University Act**

**The University Act provides as follows with respect to the powers and duties of the Board:**

### **S.27 Powers of board**

- (1) *The management, administration and control of the property, revenue, business and affairs of the university are vested in the board.*
- (2) *Without limiting subsection (1) or the general powers conferred on the board by this Act, the board has the following powers:*
  - (a) *to make rules for the meetings of the board and its transactions;*
  - (b) *to elect from among its members a chair, and, when necessary, an acting chair;*

- (c) *to appoint a secretary and committees it considers necessary to carry out the board's functions, including joint committees with the senate, and to confer on the committees power and authority to act for the board;*
- (d) *in consultation with the senate, to maintain and keep in proper order and condition the real property of the university, to erect and maintain the buildings and structures on it that in the opinion of the board are necessary and advisable, and to make rules respecting the management, government and control of the real property, buildings and structures;*
- (e) *in consultation with the senate, to provide for conservation of the heritage sites of the university, including any heritage buildings, structures and land of the university;*
- (f) *with the approval of the senate, to establish procedures for the recommendation and selection of candidates for president, deans, librarians, registrar and other senior academic administrators as the board may designate;*
- (g) *subject to section 28, to appoint the president of the university, deans of all faculties, the librarian, the registrar, the bursar, the professors, associate professors, assistant professors, lecturers, instructors and other members of the teaching staff of the university, and the officers and employees the board considers necessary for the purpose of the university, and to set their salaries or remuneration, and to define their duties and their tenure of office or employment;*
- (h) *if the president is absent or unable to act, or if there is a vacancy in that office, to appoint an acting president;*
- (i) *to consider recommendations from the senate for the establishment of faculties and departments with suitable teaching staff and courses of instruction;*
- (j) *subject to section 29 and with the approval of the senate, to provide for the establishment of faculties and departments the board considers necessary;*
- (k) *to provide for chairs, institutes, fellowships, scholarships, exhibitions, bursaries and prizes the board and the senate consider advisable;*
- (l) *to receive from the president and analyse and adopt with or without modifications the budgets for operating and capital expenditure for the university;*
- (m) *to set, determine and collect the fees*
  - (i) *to be paid for instruction, research and all other activities in the university,*
  - (ii) *for extramural instruction,*
  - (iii) *for public lecturing, library fees, and laboratory fees,*
  - (iv) *for examinations, degrees and certificates,*
  - (v) *for the use of any student or alumni organization in charge of student or alumni activities, and*

- (vi) *for the building and operation of a gymnasium or other athletic facilities;*
- (n) *to pay over*
  - (i) *the fees collected for a student or alumni organization that the organization may request, and*
  - (ii) *in accordance with section 27.1, the fees collected for a student society or a provincial or national student organization;*
- (o) *to administer funds, grants, fees, endowments and other assets;*
- (p) *to select a seal and arms for the university and have sole custody and use of the seal;*
- (q) *to provide for student loans;*
- (r) *with the approval of the senate, to determine the number of students that may in the opinion of the board, having regard to the resources available, be accommodated in the university or in any faculty of it, and to make rules considered advisable for limiting the admission or accommodation of students to the number so determined;*
- (s) *to enter into agreements on behalf of the university;*
- (t) *to control vehicle and pedestrian traffic on the university campus;*
- (u) *to acquire and deal with*
  - (i) *an invention or any interest in it, or a licence to make, use or sell the product of an invention, and*
  - (ii) *a patent, copyright, trade mark, trade name or other proprietary right or any interest in it;*
- (v) *to require, as a term of employment or assistance, that a person assign to the board an interest in an invention or an interest in a patent, copyright, trade mark, trade name or other proprietary right resulting from an invention*
  - (i) *made by that person using the facilities, equipment or financial aid provided by the board, or*
  - (ii) *made by that person while acting within the scope of the person's duties or employment, or resulting from or in connection with the person's duties or employment as an officer or employee of the university;*
- (w) *to pay to a municipality incorporated by or under an Act a grant in a year not exceeding the lesser of*
  - (i) *the amount that would be payable as general municipal taxes in the year on property of the university within the municipality if the property were not exempt from these taxes, and*
  - (ii) *the amount specified by the minister or calculated in the manner specified by the minister;*
- (x) *to make rules consistent with the powers conferred on the board by this Act;*

- (y) *to do and perform all other matters and things that may be necessary or advisable for carrying out and advancing the purposes of the university and the performance of any duty by the board or its officers prescribed by this Act.*
- (3) *A person appointed under subsection (2) (h) has, during the period for which he or she is appointed, all the powers, rights and privileges of the president.*

## **2.2 Other Powers and Duties Stipulated by the University Act**

### **S.27 Powers of Board (continued)**

- (4) *The board may require a student to provide the university with
  - (a) *the personal information that relates directly to and is necessary for an operating program or activity of the university, and*
  - (b) *the personal information necessary to obtain a personal education number for the student.**
- (5) *The board must submit the personal information collected under subsection (4)
  - (b) *to the minister responsible for the administration of the School Act to obtain a personal education number for the student.**
- (6) *The board may use the personal education number obtained under subsection (5) for the following purposes:
  - (a) *carrying out its responsibilities in respect of an operating program or activity of the university;*
  - (b) *research and statistical analysis of personal information in the possession of the board;*
  - (c) *facilitating the provision of personal information under section 49.**
- (7) *In subsections (4), (5) and (6):*

***"personal education number"** means a unique identification number for a student obtained under section 170.2 of the School Act;*

***"student"** includes a person applying to enroll in a credit course at a university.*

### **S.27.1 Student society fees**

- (1) *Subject to subsection (2), on annual notice from a student society, the board must collect student society fees and remit them to the student society if*
  - (a) *the board collected fees on behalf of the student society between June 1, 1998 and June 1, 1999, or*
  - (b) *the student society has been designated by regulation and the amount of the student society fees has been approved by a majority of the members of the student society who voted in a referendum of that student society.*
- (2) *If a student society referred to in subsection (1) (a) or (b) changes student society fees, the new amount or the rate of change must be approved, before a notice is issued under subsection (1), by a majority of the members of the student society who vote in a referendum of that student society.*
- (3) *On annual notice from a student society, the board must collect fees on behalf of a provincial or national student organization, and remit them to the student society or directly to the provincial or national student organization, as may be agreed by the board and the student society, if*
  - (a) *the board collected fees on behalf of the provincial or national student organization between June 1, 1998 and June 1, 1999, or*
  - (b) *the student society has held a referendum and the majority of the members of the student society voting in that referendum voted in favour of joining the provincial or national student organization.*
- (4) *The board may cease to collect or remit student society fees to a student society if one of the following applies:*
  - (a) *the student society fails to do one of the following in a timely manner:*
    - (i) *make available to its members annual audited financial statements and a report on those financial statements by an auditor who meets the requirements of section 42 of the Society Act;*
    - (ii) *inform the board in writing that the requirements set out in subparagraph (i) have been met;*
  - (b) *the student society is struck off the register in accordance with section 71 of the Society Act.*

### **S.28 Tenure, appointment and removal of teaching staff and others**

- (1) *Unless otherwise provided, the tenure of persons appointed under section 27 (2) (g) is during the pleasure of the board.*
- (2) *A person must not be appointed a member of the teaching staff of the university or of any faculty of the university unless the person is first nominated for the position by the president.*
- (3) *A member of the teaching staff of the university or of any faculty of the university must not be promoted or removed except on the recommendation of the president.*

### **S.29 Limit on expenditures**

- (1) *The board must not incur any liability or make any expenditure in a fiscal year beyond the amount unexpended of the grant made to the university and the estimated revenue of the university from other sources up to the end of and including that fiscal year, unless an estimate of the increased liability or over-expenditure has been first approved by the minister and Minister of Finance and Corporate Relations.*

### **S.31 Short term borrowing**

- (1) *The board may, by resolution, borrow money required to meet the expenditures of the university until the revenues of the current year are available.*
- (2) *Money borrowed under subsection (1) must be repaid out of current revenues and may be secured by promissory notes of the university.*

### **S.32 Annual report**

- (1) *The board must make an annual report of its transactions to the minister, in which it must set out*
  - (a) *a balance sheet and a statement of revenue and expenditure for the year ending on the preceding March 31, and*
  - (b) *other particulars the minister may require.*
- (2) *A copy of the annual report must be sent promptly to the senate.*

### **S.33 Audit**

*The accounts of the board must be audited at least once a year by the Auditor General or by some person appointed by the Lieutenant Governor in Council for that purpose.*

### **S.34 Advisory boards**

- (1) *The board may*
  - (a) *appoint advisory boards, consisting, either wholly or partly, of persons unconnected with the university, on terms and for purposes the board may consider advisable, and*

- (b) *refer to an advisory board for advice and report any subject or matter that the board considers advisable.*
- (2) *The advice and report of an advisory board appointed under subsection (1) must be considered and weighed by any body in the university to which the board directs the advice to be given or report to be made.*

## **2.3 Board Interaction with Senate**

**The University Act provides as follows with respect to the interaction of the Board and the senate:**

### **S.37 Powers of senate**

- (1) *The academic governance of the university is vested in the senate and it has the following powers:*
  - (f) *to consider, approve and recommend to the board the revision of courses of study, instruction and education in all faculties and departments of the university;*
  - (i) *to recommend to the board the establishment or discontinuance of any faculty, department, course of instruction, chair, fellowship, scholarship, exhibition, bursary or prize;*
  - (m) *to establish policies regarding the conservation of heritage objects and collections that are owned by or in the possession of the university or any of its faculties, divisions, departments or other agencies;*
  - (o) *to make recommendations to the board considered advisable for promoting the interests of the university or for carrying out the objects and provisions of this Act;*
  - (p) *to deal with all matters reported by the faculties, affecting their respective departments or divisions;*
  - (q) *to establish a standing committee to consider and take action on behalf of the senate on all matters that may be referred to the senate by the board;*
  - (r) *subject to the approval of the board, to enter into agreements with any corporation or society in British Columbia entitled under any Act to establish examinations for admission to the corporation or society, for the purpose of conducting examinations and reporting results, and those corporations or societies have power to enter into the agreements;*

- (s) *to make rules respecting the conduct and financing of examinations referred to in paragraph (r) and other examinations conducted by the senate under any other Act;*
- (t) *to make rules respecting the reporting of results of examinations referred to in paragraphs (r) and (s);*
- (u) *to set the terms of affiliation with other universities, colleges or other institutions of learning, and to modify or terminate the affiliation;*

### **S.38 Approval by board**

- (1) *A certified copy of every resolution or order of the senate providing for any of the matters or things mentioned in section 37 (1) (i), (p) and (u) must be sent to the board within 10 days after the resolution or order is passed.*
- (2) *A resolution or order referred to in subsection (1) has no effect until approved by the board.*

## **2.4 Board Interaction with Faculties**

**The University Act provides as follows with respect to the interaction of the Board and the faculties:**

### **S.40 Powers and duties of faculty**

*A faculty has the following powers and duties:*

- .
- .
- .
- (h) *generally, to deal with all matters assigned to it by the board or the senate.*

## **2.5 Board Interaction with University as a Whole**

**The University Act provides as follows with respect to the interaction of the Board and the University as a whole:**

### **S.47 Functions and duties of university**

*A university must, so far as and to the full extent that its resources from time to time permit, do all of the following:*

- (a) *establish and maintain colleges, schools, institutes, faculties, departments, chairs and courses of instruction;*

- (b) *provide instruction in all branches of knowledge;*
- (c) *establish facilities for the pursuit of original research in all branches of knowledge;*
- (d) *establish fellowships, scholarships, exhibitions, bursaries, prizes, rewards and pecuniary and other aids to facilitate or encourage proficiency in the subjects taught in the university and original research in all branches of knowledge;*
- (e) *provide a program of continuing education in all academic and cultural fields throughout British Columbia;*
- (f) *generally, promote and carry on the work of a university in all its branches, through the cooperative effort of the board, senate and other constituent parts of the university.*

#### **S.48 Minister not to interfere**

- (1) *The minister must not interfere in the exercise of powers conferred on a university, its board, senate and other constituent bodies by this Act respecting any of the following:*
  - (a) *the formulation and adoption of academic policies and standards;*
  - (b) *the establishment of standards for admission and graduation;*
  - (c) *the selection and appointment of staff.*
- (2) *Despite subsection (1), a university must not establish a new degree program without the approval of the minister.*

#### **S.49 Reports to minister**

- (1) *At the request of the minister, a university must provide the minister with reports and any other information that the minister considers necessary to carry out the minister's responsibilities in relation to universities.*
- (2) *Information requested under subsection (1) may include personal information about a student.*
- (3) *Personal information obtained under this section or under section 170.2 of the School Act may not be used to make a decision respecting an individual student.*
- (4) *For the purposes of subsections (2) and (3), "student" has the same meaning as in section 27 (7).*

#### **S.50 Property**

- (1) *A university may acquire, by gift, purchase or any other manner, and hold, for the purposes of a university, property of any kind.*

- (2) *Subject to the approval of the Lieutenant Governor in Council and to the terms of any grant, conveyance, gift or devise of land, a university may*
  - (a) *mortgage, sell, transfer, lease for not more than 99 years, or otherwise dispose of its land, and*
  - (b) *lease for any term any of its land to a college affiliated with the university.*
- (3) *Subject to the terms of any grant, conveyance, gift or bequest of any personal property, a university may mortgage, sell, transfer, lease or otherwise dispose of its property.*

### **S.51 Expropriation of land**

*A university may expropriate any land that it considers necessary for its purposes.*

### **S.52 Perpetuities**

*The rule against perpetuities and other rules restricting the holding of land do not apply to property of a university.*

### **S.53 Exemption from expropriation**

- (1) *Land that is vested in a university is not liable to be entered, used or taken by any municipal or other corporation, or by any person possessing the right of taking land compulsorily for any purpose.*
- (2) *A power to expropriate land under an Act enacted after July 4, 1974 does not apply to land vested in a university, unless, in the Act, the power is, in express terms, made to apply to that land.*

### **S.54 Exemption from taxation**

- (1) *Unless otherwise provided in an Act, the property vested in a university is exempt from taxation under the Local Government Act, the School Act, the Vancouver Charter and the Taxation (Rural Area) Act.*
- (2) *If land vested in a university is disposed of by lease to a college affiliated with the university, so long as it is held for college purposes, the land continues to be entitled to the exemption from taxation provided in this section.*

### **S.55 Powers regarding certain property**

*A university may acquire, take and hold all property that may be in good faith*

- (a) mortgaged or pledged to it by way of security,*
- (b) foreclosed, or conveyed to it in satisfaction of debts previously contracted, or*
- (c) purchased at judicial sales on levy for the indebtedness, for the purpose of avoiding a loss to the university or to the owners.*

### **S.70 Jurisdictional disputes**

- (1) If a question arises respecting the powers and duties of the convocation, chancellor, president, faculties or an officer or employee of the university, that is not provided for in this Act, the board must settle and determine the question.*
- (2) A decision of the board under subsection (1) is final.*

## **2.6 Board Interaction with the President**

**The University Act provides as follows with respect to the interaction of the Board with the President:**

### **S.60 Suspension of staff member**

- (1) The president has power to suspend any member of the teaching and administrative staffs and any officer or employee of the university.*
- (2) On the exercise of the power, the president must promptly report the action to the board with a statement of his or her reasons.*
- (3) A person who is suspended under this section has a right of appeal to the board.*

### **S.62 Duties of president**

- (1) The president must*
  - (a) prepare and publish an annual report on the progress of the university,*
  - (b) make any necessary recommendations to the board and the senate, and*
  - (c) report on any matter referred to the president by the board or the senate.*

- (2) *The president must prepare and submit to the board an annual budget in consultation with the appropriate standing committee of the senate.*
- (3) *he president must present the submissions of the university to the minister.*

### **S.63 Offices of president**

*The president*

- (a) *is a member of the board and must attend its regular meetings,*
- (b) *is chair of the senate,*
- (c) *is a member of all standing committees of the senate except the standing committee on appeals,*
- (d) *is a member of each faculty, and*
- (e) *in the absence of the chancellor, is chair of convocation and must confer degrees.*

## **2.8 Board Interaction with the Registrar**

**The University Act provides as follows with respect to the interaction of the Board with the Registrar:**

### **S.64 Registrar**

- (1) *There must be a registrar, who must keep the records and perform the duties that the board or senate may require.*
- (2) *The registrar is the secretary of convocation, the senate and of each of the faculties, but has no right to vote as such.*

### **S.65 Acting registrar**

*If the registrar is unable to act or is absent, the board may appoint an acting registrar, who must perform the duties of the registrar and has all the powers of the registrar.*

## **2.9 Board Interaction with Theological Colleges**

**The University Act provides as follows with respect to the interaction of the Board and theological colleges:**

### **S.66 Theological colleges**

- (1) *A university must be non-sectarian and non-political in principle.*

- (2) *Despite subsection (1), a theological college incorporated in British Columbia may be affiliated with a university under a resolution or order made by the senate and approved by the board.*
- (3) *An incorporated theological college affiliated with a university may, despite that affiliation, have power to confer and grant degrees in theology, including honorary degrees.*
- (4) *Despite any other provisions of this Act, an affiliated college may*
  - (a) *make provisions it considers proper in regard to religious instruction and religious worship for its own students, and*
  - (b) *require religious observance as part of its discipline.*

## **Article III - Constitution Of The Board**

### **3.1 Constitution of the Board - University Act**

**The University Act provides as follows with respect to the constitution of the Board:**

#### **S.19 Composition of board**

- (1) *The board of a university, other than the University of British Columbia, is composed of 15 members as follows:*
  - (a) *the chancellor;*
  - (b) *the president;*
  - (c) *2 faculty members elected by the faculty members;*
  - (d) *8 persons appointed by the Lieutenant Governor in Council, 2 of whom are to be appointed from among persons nominated by the alumni association;*
  - (e) *2 students elected from students who are members of an undergraduate student society or a graduate student society;*
  - (f) *one person elected by and from the employees of the university who are not faculty members.*

#### **S.20 Term of office**

- (1) *A member of the board, other than the chancellor, president or a member elected*

*under section 19 (e), holds office for 3 years and after that until a successor is appointed or elected.*

- (2) *Each member of the board elected under section 19 (e) holds office for one year and after that until a successor is elected.*
- (3) *The chancellor and president are members of the board for so long as they hold their respective offices.*

### **S.21 Reappointment or re-election**

*The appointed members of the board are eligible for reappointment and the elected members are eligible for re-election, but those members must not hold office for more than 6 consecutive years.*

### **S.22 Removal from office**

- (1) *The Lieutenant Governor in Council may, at any time, remove from office an appointed member of the board.*
- (2) *Unless excused by resolution of the board, a member who does not attend at least half of the regular meetings of the board in any year is deemed to have vacated his or her seat.*

### **S.23 Persons not eligible**

- (1) *The following persons are not eligible to be or to remain members of the board:*
  - (a) *members of the Parliament of Canada;*
  - (b) *members of the Executive Council or of the Legislative Assembly;*
  - (c) *a person who is not a Canadian citizen or is not a permanent resident under the Immigration Act (Canada);*
  - (d) *a member of the public service in the ministry;*
  - (e) *a member of the public service designated by the minister;*
- (2) *A member of the board who ceases to be eligible during his or her term of office immediately ceases to be a member of the board.*

## **S.24 Vacancies on the board**

- (1) *If a vacancy arises on the board because of the death of a member or for any other reason before the end of the term of office for which a member has been appointed or elected, the secretary of the board must enter a declaration of the vacancy in the minutes of the board.*
- (2) *A declaration under subsection (1) is conclusive evidence of the vacancy.*

## **S.25 Method of filling vacancies and effect of vacancy**

- (1) *If a vacancy exists in respect of an appointed member, the Lieutenant Governor in Council must appoint a person to fill the vacancy.*
- (2) *If a vacancy exists in respect of an elected member, the appropriate body must elect a replacement.*
- (3) *A person appointed under subsection (1) or elected under subsection (2) holds office for the remainder of the term for which the person's predecessor was appointed or elected.*
- (4) *A vacancy on the board does not impair the authority of the remaining members of the board to act.*

## **Article IV - Officers Of The Board - Election And Appointment**

### **4.1 Chairperson**

**The Board shall elect from its members a Chairperson to hold office until the first meeting of the Board in the next following calendar year or until his or her successor is elected.**

**[University Act S. 27(2)(b) in part]**

### **4.2 Vice-Chairperson**

**The Board may elect from among its members a Vice-Chairperson to hold office until the first meeting of the Board in the next following calendar year, or until his or her successor is elected.**

#### **4.3 Acting Chairperson**

**If the Chairperson is absent or unable or unwilling to act and there is no Vice-Chairperson or the Vice-Chairperson is absent or unable or unwilling to act, the Board may elect from among its members an Acting Chairperson to conduct a meeting or for such other purposes and for such other term as the Board may determine.**

**[University Act S. 27(2)(b) in part]**

#### **4.4 Secretary**

**The Board may appoint a Secretary and when necessary, an Acting Secretary.**

**[University Act S. 27(2)(c) in part]**

#### **4.5 Other Officers of the Board**

**The Board may appoint such other officers of the Board as the Board shall determine.**

#### **4.6 Termination**

**The Board may at any time terminate the election or appointment of a Chairperson, Vice-Chairperson, Acting Chairperson, Secretary, Acting Secretary and other officer of the Board.**

### **Article V - Officers Of The Board - Duties**

#### **5.1 Chairperson**

**The duties of the Chairperson include:**

- (a) chairing all meetings of the Board;**
- (b) acting as spokesperson for the Board;**
- (c) acting as a signing officer;**
- (d) representing the Board at formal and other functions held on campus and elsewhere;**
- (e) such other duties as may from time to time be required by the Board.**

#### **5.2 Vice-Chairperson**

**The duties of the Vice-Chairperson include:**

- (a) acting in the place of the Chairperson when the Chairperson is absent or unable or unwilling to act;**
- (b) acting as a signing officer;**
- (c) representing the Board at formal and other functions held on campus or elsewhere;**
- (d) such other duties as may from time to time be required by the Board.**

### **5.3 Acting Chairperson**

The duties of the Acting Chairperson include:

- (a) acting in the place of the Chairperson and Vice-Chairperson when they are absent or unable or unwilling to act;
- (b) such other duties as may ~~be required~~ from time to time be required by the Board.

### **5.4 Secretary**

The duties of the Secretary of the Board include:

- (a) issuing notices of meetings of the Board;
- (b) keeping minutes of all meetings of the Board;
- (c) having custody of all records of the Board;
- (d) having custody of the seal of the university;
- (e) such other duties as may be required from time to time by the Board or the President.

### **5.5 Acting Secretary**

The duties of the Acting Secretary of the Board include:

- (a) acting in the place of the Secretary when the Secretary is absent or unable or unwilling to act;
- (b) such other duties as may be required from time to time by the Board or the President.

## **Article VI - Meetings Of The Board**

### **6.1 University Act - Meetings of the Board**

#### **S.26 Meetings of board**

- (1) *The board must meet as often as is necessary to transact the business of the board, and in any event at least once every 3 months.*

### **6.2 Regular Meetings**

The Board may set a time, date and location for regular meetings.

### **6.3 Chairperson May Call**

The Chairperson may call a meeting at any time.

### **6.4 Members' Demand**

If the Chairperson receives a written demand for a meeting from any 2 (two) or more members setting out the general nature of the business that such members propose be dealt with and the text of any motions the members wish to make, then the Chairperson shall call a meeting for a date not more than 2 weeks from the date the Chairperson received the demand.

### **6.5 President's Request**

On the request of the President, the Chairperson shall call a meeting for a date not more than 2 weeks from the date the Chairperson received the request.

### **6.6 Notice**

At least 3 clear days' notice of the date, time and location of each meeting specifying the matters to be considered (other than routine business) shall be given to each member by the following means:

- (a) telex;
- (b) electronic mail;
- (c) facsimile transmission;
- (d) delivery to a campus office or mailbox for any member having a campus office or mailbox;
- (e) delivery to an address provided by the member;
- (f) orally; or
- (g) mail, provided that the postal service is fully operational and that the notice is mailed on a business day no later than the 6th day before the meeting.

### **6.7 Waiver of Notice**

Meetings may be held at any time without formal notice if all members are present and waive notice; or those present waive notice and those absent waive notice or specify their consent in writing, either before or after the meeting held in their absence. Notice of any meeting or any irregularity in any notice may be waived by any member.

## **6.8 Validity without Notice**

**Inadvertent omission to give notice of any meeting to a member, or non-receipt of notice of a member, shall not invalidate any resolution passed or proceedings taken at any meeting of the Board.**

## **Article VII - Proceedings At Meetings Of The Board**

### **7.1 Quorum**

**(a) Eight (8) members of the Board constitute a quorum for the transaction of business. [University Act s. 26(2)]**

**(b) If a quorum for a meeting is not present within 15 minutes after the time set for the start of the meeting or if a quorum is lost as a result of members leaving a meeting, then either**

**(i) the meeting shall be terminated or cancelled; or**

**(ii) those present may meet but no decisions may be made and the minutes shall be clearly marked at the top of each page "NO QUORUM".**

**[University Act S. 26(2)]**

### **7.2 Telephone Attendance etc.**

**(a) Members may participate in a meeting by conference telephone or other communications facility if all persons participating can hear each other.**

**(b) The Chairperson may allow a meeting to be held entirely by communications facility in which case the location of the Secretary to the meeting shall be treated as the place where the meeting is held.**

**(c) The members participating by communications facility shall be counted as present at the meeting and in the quorum therefore and entitled to speak and vote thereat.**

**(d) In the case of a secret ballot, a member participating by communications facility may designate the Secretary to the meeting or a member who is physically present to receive and mark the member's ballot for the member as directed by the member. The Chairperson shall make reasonable efforts to provide privacy for the giving of the necessary direction.**

### **7.3 Decision by Majority of Votes Cast**

**All questions shall be resolved by a majority of the votes actually cast for and against a matter. Abstentions, spoiled ballots and failure or neglect to vote shall not be counted as votes for or against.**

#### **7.4 No Casting Vote**

**The Chairperson has the same right of voting as the other members of the Board, and in the case of an equality of votes for and against a matter, the question is resolved in the negative, and the Chairperson shall so declare.**

**[University Act S. 26(3)]**

#### **7.5 Show of Hands**

**Votes at a meeting shall be by show of hands of those present and by a calling of the roll of those participating by communications facility.**

#### **7.6 Recording Vote**

**On any open vote, any member may require that the vote of each member be recorded in the minutes of the meeting.**

#### **7.7 Secret Ballot**

**The Chairperson may, with or without a request by a member, direct that a vote shall be by secret ballot.**

#### **7.8 Secretary Conducts Secret Ballot**

**Any secret ballot shall be conducted by the Secretary of the meeting.**

#### **7.9 Resolution in Writing**

**A resolution of the Board may be passed without a meeting if all the members consent to the resolution in writing and the consent is filed with minutes of the proceedings of the Board. Such resolution may be evidenced by document, telegram, telex, facsimile or any other method of transmitting legibly recorded messages or other means. Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing.**

#### **7.10 Validity of Acts of Member**

**Every act of a member is valid, notwithstanding any defect that may be discovered in a member's appointment, election or qualification.**

#### **7.11 General Rules**

**General rules of procedure at meetings shall be those rules set out in Schedule I to these by-laws.**

## **Article VIII - Committees Of The Board**

### **8.1 Appointment - Powers of Board**

**From among its members, the Board may appoint a secretary and committees it considers necessary to carry out the board's functions, including joint committees with the senate, and to confer on the committees power and authority to act for the board;**

**[University Act s. 27(c)]**

### **8.2 Terms of Reference**

**The Board shall establish terms of reference for each committee at the time the committee is appointed.**

### **8.3 Quorum**

**Unless otherwise determined by the Board, a quorum for a committee shall be a majority of the members of the committee.**

### **8.4 Chairperson and Secretary and Procedure**

**The Board may appoint a chairperson and a secretary for a committee or may specify the procedure for electing a chairperson or appointing a secretary of a committee and other procedures to govern the transaction of business. The chairperson shall be a member of the Board except that in the case of a joint committee with the Senate, the chairperson shall be a member of the Board if the chairperson is appointed by the Board.**

### **8.5 Procedure**

**In the absence of the specification of relevant procedures, a committee may determine its own procedure including the appointment of a chairperson and a secretary provided that all the provisions of Article VII (except Section 7.1) shall apply, mutatis mutandis, and minutes of proceedings of a committee shall be recorded and forwarded to the Secretary of the Board.**

### **8.6 Termination**

**The Board may at any time terminate the appointment of any member, chairperson or secretary of a committee.**

### **8.7 Cesser of Qualification**

**Where a qualification is required for membership on a committee any member ceasing to qualify automatically ceases to be a member.**

## **Article IX - Attendance At Meetings**

### **9.1 Open Meetings - Exceptions**

Meetings of the Board and any of its committees are open to the public subject to:

- (a) a decision by the members to limit attendance at a meeting or portions of a meeting to:
  - (i) a private meeting attended only by members; or
  - (ii) a meeting attended only by members and specified non-members (herein called "in camera");
- (b) the space available in the room where the meeting takes place.

### **9.2 Confidential Agenda Items**

In setting the agenda for a meeting a chairperson may require that some items of the agenda be confidential.

### **9.3 Consideration of Confidential Items**

Where a chairperson has made portions of an agenda confidential the members shall decide in a private meeting whether those agenda items will be dealt with in private, in camera or in public.

### **9.4 Presentation to Meeting**

If members of the public or delegations wish to make a presentation to a meeting they shall make a written request to the chairperson identifying the subject they wish to speak on and the estimated length of their presentation. The chairperson shall either place the presentation on the agenda for a meeting or shall place the request on the agenda for the next meeting.

### **9.5 Presentation Refusal**

The Board or relevant committee may decide not to hear a presentation by a non-member or delegation even if the presentation has been placed on the agenda.

### **9.6 Oral Request**

When considering a request to make a presentation the Board or relevant committee shall consider the written request. The Board or relevant committee may, but it shall not be obliged to, allow the persons making the request to be heard in the consideration of their request.

## **9.7 Disposition of Presentation Request**

The board or relevant committee may in disposing of a request to make a presentation:

- (a) refuse the request;
- (b) allow the request;
- (c) allow the presentation to proceed immediately or schedule the presentation for a subsequent meeting;
- (d) place limits on the length of the presentation;
- (e) place limits on the number of persons making the presentation;
- (f) decide whether the presentation will be received in a public meeting or in camera.

## **Article X - Conflicts Of Interest**

### **10.1 Applies to Board and Committees**

This Article applies to all members of the Board and any of its committees.

### **10.2 Members' Responsibility**

Each member is personally responsible for ensuring that the member does not act in a conflict of interest and for disclosing the fact, nature and extent of any conflict which arises.

### **10.3 Definition**

A conflict of interest is any conflict between, on one side, the interests of the University or a member's duty to the University and, on the other side, that member's financial interests, personal interests, family interests or duty to other people or organizations.

### **10.4 Proposed Contracts, etc. - Disclosure**

Every member who is in any way, directly or indirectly, interested in or affected by a proposed contract, transaction, policy or decision shall disclose the nature and extent of this interest at the first meeting at or before which the relevant facts come to the member's knowledge.

### **10.5 Conflicting Office or Property - Disclosure**

Every member who holds any office, other than an office with the University, or has any property, concerning which the member, either directly or indirectly, may have a duty or an interest in conflict with the member's duty or interest to the University shall declare at a meeting the fact, nature and extent of the conflict. The declaration shall be made:

- (a) at the first meeting after the person becomes a member; or

- (b) at the first meeting after the member starts to hold the office or acquires the property.

## **10.6 Exclusion of Member**

- (a) A member having a conflict of interest:
  - (i) shall after disclosing the conflict of interest not be present during any discussion of the matter and not be counted in the quorum for the meeting; and
  - (ii) shall not vote on the matter.

## **10.7 Consequences of Disclosure**

If a member discloses his or her interest as required by this Article and abstains from voting, and the matter in question is approved by the Board, such member need not account for any benefit, and no contract or transaction entered into by or on behalf of the University in which a member is in any way interested shall be liable to be invalidated by reason thereof.

## **Article XI- Seal**

### **11.1 Seal**

The University shall have a seal, an imprint of which is affixed to the Secretary's copy of the by-laws. The seal shall not be affixed to any instrument except in the presence of any two of the persons referred to in Section 12.2 of these by-laws.

### **11.2 Registrar's Seal**

The Registrar shall have a Registrar's seal for the purposes of certifying transcripts and similar purposes and the Registrar shall have custody of the Registrar's seal.

## **Article XII - Execution of Documents**

### **12.1 University Act - Documents**

The University Act provides as follows with respect to the execution of documents:

#### ***S.56 Execution of documents***

*All deeds, transfers, mortgages, instruments or documents required to be in writing, and to which a university is a party, are deemed to be properly executed by the university if*

- (a) the corporate name and seal of the university are affixed to them by an officer*

- authorized by the board, and*
- (b) *the corporate name and seal are witnessed by the signature of an officer authorized and the chair of the board or other person authorized by the board.*

## **12.2 Officer or Person Authorized**

**For the purposes of s.56 of the University Act, each of the following persons is an officer or other person authorized by the Board:**

- (a) the Chancellor;**
- (b) the Chairperson of the Board;**
- (c) the President;**
- (d) a Vice-President of the University;**
- (e) the Registrar;**
- (f) any other person authorized by resolution of the Board.**

## **Article XIII - Investments And Borrowing**

### **13.1 University Act - Investments and Borrowing**

**The University Act provides as follows with respect to investments and borrowing:**

#### **S.57 Investments**

*Subject to a contrary intent expressed in a gift, devise, bequest or trust, section 15 of the Trustee Act does not apply to investments made by a board of a university and each board*

- (a) *may invest money belonging to the university and available for investment, and*
- (b) *must, when investing under paragraph (a), make investments that a prudent person would make.*

#### **S.58 Borrowing**

- (1) *With the approval of the minister and Minister of Finance and Corporate Relations, a university may borrow money for the purpose of*
  - (a) *purchasing or otherwise acquiring land for the use of the university, or*
  - (b) *erecting, repairing, adding to, furnishing or equipping any building or other structure for the use of the university.*
- (2) *The board may*
  - (a) *enter into any agreement that it may consider necessary or advisable for carrying out the purposes mentioned in this section, and*

- (b) *execute in the name of the university all agreements, deeds and other instruments considered necessary or advisable to carry into effect the provisions of the agreement.*

## **Article XIV - Limitations Of Liability; Indemnification**

### **14.1 University Act - Limitations of Liability**

**The University Act provides as follows with respect to liability of Board members and others:**

#### **S.68 No liability for acts of students**

*An action, prosecution or other proceeding does not lie and must not be instituted against a university, the board, the senate or the members of the board or the senate, or any officer or employee of a university, in respect of any act or omission of a student arising out of an association or activity organized, managed or controlled, in whole or in part, by students of a university or of an affiliated college.*

#### **S.69 Limitation of liability**

- (1) *An action or proceeding must not be brought against a member of a board, senate or faculties, or against an officer or employee of a university, in respect of an act or omission of a member of a board, senate or faculties, or officer or employee, of the university done or omitted in good faith in the course of the execution of the person's duties on behalf of the university.*
- (2) *In an action against a university, if it appears that the university acted under the authority of this Act or any other Act, the court must dismiss the action against the university.*

### **14.2 Indemnification**

**Every member and officer of the Board of Governors and every officer of the University, and heirs, executors and administrators thereof, and estate and effects, respectively, from time to time and at all times, shall be indemnified and saved harmless out of the funds of the University from and against:**

- (a) **all damages, costs, charges and expenses whatsoever which such member or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such above-named individual, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by that individual in good faith, in or about the execution of the duties of office; and**

- (b) all reasonable expenses which are incurred in good faith occasioned in the ordinary course of business for the University while acting in relation to the affairs of the University.

## **Article XV – Amendment**

### **15.1 Board may Amend**

The Board may amend the by-laws.

### **15.2 Amendment Procedure - Notice and Text**

At least 21 days' notice of any meeting to vote on amendment to a by-law, which notice shall include the text of the proposed motion and amendment, shall be given to each member.

### **15.3 Changes to Proposed Amendment**

If the amendment is not passed in the form of the notice and text so provided, any change thereto may be considered only at a subsequent meeting of which notice is given in accordance with Section 15.2, unless the change is only a matter of grammar or form and not a matter of substance.

## **Article XVI - Effective Date**

### **16.1 Effective Date**

These by-laws shall come into force on the \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

# **Schedule I**

## **General Rules Of Procedure At Meetings**

### **1. Motions**

**A motion must be moved and seconded before the subject matter of the motion is open for debate.**

### **2. Withdrawal of Motions**

**A motion may be withdrawn by consent of the mover and seconder, but if either objects the motion must be put to a vote. This applies to both substantive motions and amendments.**

### **3. Amendments**

- (a) An amendment to a motion must fall within one of the following categories:**
  - (i) the deletion of certain words;**
  - (i) the addition of certain words;**
  - (i) the deletion of certain words and the substitution of others in their place.**
- (b) An amending motion which would nullify the main motion is not an amendment and cannot be introduced.**
- (c) There cannot be more than two amendments before the meeting at one time. The second amendment must be an amendment of the first amendment. When an amendment has been accepted or rejected another amendment may be introduced but only if it is different in purpose from one previously defeated.**
- (d) Voting is as follows:**
  - (i) on the amendment to the amendment or the second amendment;**
  - (ii) on the amendment;**
  - (iii) on the motion if amendments have been defeated or on the motion as amended if an amendment has carried.**

### **4. Point of Order**

**Only on a point of order or privilege can a member interrupt another member who is speaking (except that, with the consent of the speaker, questions may be asked). If a member feels that improper language has been used, irrelevant argument introduced or a rule or procedure broken, he is entitled to "rise to a point of order," interrupting the speaker. The point of order must be stated definitely and concisely. The chairperson shall decide without debate, though he or she may ask opinions. He or she should state his or her opinion authoritatively. His or her ruling may be appealed by any two members (one making the appeal and the other seconding it). If appealed the chairperson states his or her decision on the point of appeal and then puts the question which is not debatable: "Shall the decision of the chairperson stand as the judgement of this meeting?" A simple**

majority determines the issue. This merely settles a point of procedure and is not a vote of confidence in the chairperson.

## **5. Question of Privilege**

If a member feels that a statement reflects on his or her reputation or that of the Board, the committee or University, he or she is entitled to raise a "question of privilege." The procedure is the same as for a point of order.

## **6. Adjournment**

A motion to adjourn may be moved at any time. It is not debatable except if it is sought to adjourn to a time other than the regular meeting time, when discussion is permitted on that point only. The motion requires a simple majority and, if passed, the meeting ends; if rejected, business continues.

## **7. General**

The following are examples of how procedure specified in Robert's Rules of Order Newly Revised (2000) shall prevail in special motions:

- (a) to adjourn - debatable as to time only; majority vote required for adoption;
- (b) to take a recess - not debatable; majority vote required for adoption;
- (c) to raise a question of privilege - Personal - not debatable; admissibility of question is ruled upon by chairperson;
- (d) to lay on the table - not debatable; majority vote required for adoption;
- (e) to take from the table - not debatable; majority vote required for adoption;
- (f) to limit or extend the limits of debate on a pending question - not debatable; two-thirds vote required for adoption;
- (g) to postpone to a definite time applied to a pending question - debatable as to merit of postponing only; majority vote required for adoption;
- (h) to amend - debatable; majority vote required for adoption.