



The Constitution (revised September 28, 2017)

Article 1 - Preamble

The Montreal Diocesan Theological College is a theological seminary duly constituted by an Act of Incorporation, passed by the Legislature of Québec, September 11, 1879, for the purpose of training candidates for ordination in the Churches of the Anglican Communion. The College also provides theological education programs to laity. The College is in a consortium with the United Theological College of Montreal and The Presbyterian College of Montreal known as the Joint Board of the Theological Colleges (the "Joint Board") which together with the College has entered into an agreement dated December 9, 1948 as amended on May 12, 2016 with McGill University for the provision of theological education.

Article 2 - Governing Bodies

The Governing Bodies of the College shall be the following:

- the Corporation;
- the Board of Governors;
- the Standing and Ad-hoc Committees; and
- the Visitor.

The powers and duties of each Governing Body are set out in the following sections hereof.

Article 3 - Corporation

3.1 - Powers and duties

The Corporation shall have the following powers and duties:

- a) elect the members of the Board of Governors in accordance with article 4 hereof;
- b) appoint or dispense with the appointment of auditors;
- c) in the event that auditors are dispensed with, appoint external accountants to prepare the annual financial statements of the College;

- d) approve the financial statements of the College;
- e) review and discuss any reports brought to the Corporation by the Board of Governors, the Committees, the auditors/accountants of the College or the Visitor;
- f) ratify any amendments to the Constitution of the College as provided by article 6 hereof;
- g) address any issue properly raised at an Extraordinary Meeting called in accordance with article 3.2.8 (b) hereof;

3.2 - Members

3.2.1 - Category of Members

The Corporation shall consist of three categories of Members:

- Alumni Members;
- Regular Members; and
- Honorary Members.

Alumni Members, Regular Members and Honorary Members are collectively designated as “Members”.

3.2.2 - Alumni Members

Alumni Members are those persons:

- who have graduated from the College with a degree, a diploma or a certificate;
- who have duly completed an Alumni membership form; and
- who are in good standing in the payment of their annual membership fee.

The annual membership fee shall be payable upon submission of a completed membership form and thereafter prior to each membership anniversary date. The annual membership fee shall be set initially by the Board of Governors and may subsequently be adjusted by the Board of Governors from time to time.

3.2.3 - Regular Members

Regular Members, except as provided hereafter, are those persons:

- who are interested in supporting the Mission of the College;
- who have duly completed a membership form; and
- who are in good standing in the payment of their annual membership fee.

Notwithstanding the above, the Principal and the Director of Pastoral Studies shall ex-officio be Regular Members without being required to fill out the membership form or pay the annual membership fee.

The annual membership fee shall be payable upon submission of a completed membership form and thereafter prior to each membership anniversary date. The annual membership fee shall be

set initially by the Board of Governors and may subsequently be adjusted by the Board of Governors from time to time.

Regular Members may be physical persons or legal persons. Regular Members who are legal persons act through a duly authorized representative. Such representative may be required at any time if deemed advisable by the College to substantiate such representative's authority to act.

3.2.4 Honorary Members

The Honorary Members shall be the Bishop of the Diocese of Montreal, the Bishop of the Diocese of Québec and such other persons as the Corporation may designate as an Honorary Member from time to time. The Honorary Members shall not be required to pay membership fees and shall have the right to attend any Annual or Extraordinary Meeting of Members.

3.2.5 - Membership fees

The Board of Governors shall have the authority to set the amount of membership fees for each category of Members

3.2.6 - Resignation

An Alumni Member, a Regular Member or an Honorary Member may, at any time, resign as a Member by advising the Secretary of the College in writing accordingly and such resignation shall take effect on the date of receipt of the notice.

3.2.7 - Suspension and removal

The Board of Governors may, by resolution, suspend for a period it shall determine or remove definitively any Member that commits an act deemed inappropriate which is contrary to or which negatively impacts the Mission of the College or for any other reason deemed reasonable. Such decision of the Board of Governors shall be final and without appeal and will be exercised in accordance with procedures adopted by the Board from time to time.

3.2.8 - Assembly of Members

a) Annual Meeting

The Annual Meeting of Members shall be held between September 1 and December 31 in each year, on a date to be determined by the Board of Governors. The Annual Meeting of Members shall be held at the College or any other location designated by the Board of Governors.

In addition to the items indicated in the agenda of meeting, each Annual Meeting must:

- review the financial statements and decide on their approval;
- review and discuss any reports submitted by the Board of Governors, the Committees, the auditors/external accountants or the Visitor;
- appoint auditors or external accountants if auditors have been dispensed with by the Corporation;
- elect the members of the Board of Governors; and
- deal with any other matter that may be properly brought to its attention.

b) Extraordinary Meetings

An Extraordinary Meeting will take place at a location designated by the Board of Governors or the persons calling the meeting as provided hereafter. It is the responsibility of the President to call such a meeting as and when such meeting is deemed appropriate for the proper administration of the affairs of the College. However the President must call an Extraordinary Meeting if requested by at least ten (10) Members, and this within ten (10) business days of receipt of a written request to such effect specifying the objective and objects of such meeting. The date of such meeting must be no later than twenty (20) business days following receipt of the written request. If the President fails to call an Extraordinary Meeting within the required delay, the Members who have requested such a meeting shall be entitled to call the Meeting.

c) Notice of meeting

The notice of meeting of a General Meeting or an Extraordinary Meeting must be sent to all Members at least ten (10) business days prior to the date of Meeting by letter addressed to each Member at their last known address or by e-mail at the last address recorded in the register of the College to such effect. However a Meeting may take place without a prior notice if all Members are present in person or those not present have given their consent to the holding of such a meeting without notice.

3.2.9 - *Quorum*

For there to be quorum at a General or an Extraordinary Meeting, there must be present at such meeting a majority of the members of the Board of Governors. If a meeting fails to obtain quorum, it shall be adjourned to a subsequent date no later than twenty (20) business days from the date called for such meeting and quorum shall consist of those present at such postponed meeting.

3.2.10 - *Voting*

Each voting Member shall have one vote at a meeting except that Honorary Members shall not have a vote. Voting by proxy is not permitted. In case of a deadlock, the Chair of the meeting shall not have the deciding vote and shall be restricted to his/her vote as a Member. Voting will be by show of hand unless at least three (3) Members request a secret balloting. Unless otherwise provided by law, the Constitution or any By-Law of the College, matters subject to a vote will be decided by a majority of the votes cast by the Members present at the Meeting.

3.2.11 - Chair

The Bishop of the Diocese of Montreal shall act as Chair of the meetings of the Corporation and in the absence of the Bishop, the President shall act as Chair. If neither is able to act the Meeting shall appoint the Chair.

Article 4 - Board of Governors

4.1 - Power and duties

Subject to the authority of the Corporation, the Board of Governors is responsible for the government, management and control of the business, affairs, revenues and property of the College in all matters in accordance with the Constitution and without limiting the generality of the foregoing shall appoint the officers of the College which shall at least consist of a President, a Secretary and a Treasurer with such authority as may be assigned to such officers by the Board of Governors. The officers of the College shall be required to be members of the Board of Governors.

4.2 - Composition

The Board of Governors shall be composed of:

- a) between ten (10) and twenty (20) persons appointed by the Corporation for a two year term, having regard to the skills and experience required from time to time, including but not limited to ministry, financial, legal, academic and fund-raising experience;
- b) the Principal *ex-officio*; and
- c) one representative from the student body appointed by such body.

Notwithstanding the above, the Board of Governors must at all times consist of at least two (2) Board members who are Clergy of the Diocese of Montreal and two (2) Board members who are lay people residing in the Diocese of Montreal.

The President shall act as Chair of the Board of Governors and in the absence of the President, the Secretary. If neither is able to act, the Chair shall be appointed by the Board from the members present at the meeting.

4.3 - Eligibility and mandate

Only physical persons who are Members in good standing may be appointed to the Board of Governors. The mandate of each Board member commences from the close of the meeting of Corporation at which such member was elected and shall terminate at the expiration of two (2) years or until such Member's replacement has been appointed, whichever comes first.

A member of the Board may be dismissed at any time by resolution adopted by a majority of the Members at an Extraordinary Meeting of the Corporation called for such purpose.

4.4 - Meetings

The Board of Governors normally meets at least three (3) times a year in the fall, winter and spring.

The notice of meeting must be sent to all Board members by the President at least five (5) business days prior to the date of meeting by letter addressed to each member at their last known address or by e-mail at the last address recorded in the register of the College to such effect. However a meeting may take place without a prior notice if all Board members are present in person or those not present have given their consent to the holding of such a meeting without notice.

The President may call an Extraordinary Meeting as and when such meeting is deemed appropriate for the proper conduct of the affairs of the Board. However the President must call an Extraordinary Meeting if requested by at least three (3) Board members, and this within ten (10) business days of a written request to such effect specifying the objectives of such meeting. The date of such meeting must be no later than twenty (20) business days following receipt of the written request. If the President fails to call an Extraordinary Meeting within the required delay, the Board members who have requested such a meeting shall be entitled to call the Meeting.

Board members may participate in meetings without being physically present, provided that it is by means of technology which enables such a member to hear all deliberations and participate at any time by speaking and being heard by those present where the meeting is being held and by all others who like the member are also participating without being physically present.

Decisions of the Board of Governors shall be made by majority vote at a duly convened meeting or, if unanimous, in the form of a written resolution signed by all the members. Exceptionally the Board of Governors may adopt a resolution by vote taken by e-mail, but only if the Board of Governors has previously contemplated the matter at a duly convened meeting and expressly provided for adoption of a future resolution on the matter in question by e-mail.

A majority of the members participating at a meeting as provided in article 4.4 hereof is required to constitute quorum.

All members of the Board of Governors are voting members thereof except that the Principal shall not have the right to vote.

In case of a deadlock, the Chair of the meeting shall not have the deciding vote but shall be restricted to his/her vote as a member of the Board of Governors.

A member of the Board of Governors may, at any time, resign as a member of the Board of Governors by advising the Secretary in writing accordingly and such resignation shall take effect on the date of receipt of the notice. The Board of Governors is entitled to appoint a replacement for the resigning member whose appointment shall continue until the next Annual Meeting of Members.

A member of the Board of Governors who fails, in the manner provided in article 4.4 hereof, to attend three (3) consecutive meetings or four (4) meetings within the two year term of such member, shall be deemed automatically to have resigned upon the occurrence of such event. However

the Executive Committee may suspend the application of this measure with respect to a particular member upon such conditions it may consider advisable if it deems that there are compelling reasons to do so.

4.5 - Committees

There shall be Standing Committees and Ad-hoc Committees of the Board of Governors

4.5.1 - Standing Committees

The Standing Committees shall consist of:

- the Executive Committee;
 - the Finance Committee;
 - the Academic Committee; and
 - the Selection Committee.
- a) the Executive Committee will assist the Board of Governors in carrying out its responsibilities of governance, management and control of the business, affairs, property and revenues of the College and must at least consist of the Principal, the President, the Treasurer and the Secretary, the whole as set out in the Committee's Terms of Reference adopted by the Board of Governors from time to time. Members of the Executive Committee must be Board members;
- b) the Finance Committee will oversee the accounting, financial and investment reporting process of the College and of its endowment funds the whole as set out in the Committee's Terms of Reference adopted by the Board of Governors from time to time. The Finance Committee may include persons who are not Board Members but shall include the Treasurer;
- c) the Academic Committee will oversee, coordinate and participate in ongoing evaluation to ensure educational vitality and effectiveness of all programs of the College the whole as set out in the Committee's Terms of Reference adopted by the Board of Governors from time to time. The Academic Committee may include persons who are not Board Members; and
- d) the Selection Committee shall assist the Board of Governors in identifying suitable candidates for appointment by Corporation to the Board of Governors the whole as set out in the Committee's Terms of Reference adopted by the Board of Governors from time to time. Members of the Selection Committee must be Board members.

4.5.2 - Ad-hoc Committees

Ad-hoc Committees may be created from time to time by the Board of Governors provided clear Terms of Reference are established setting out, among other things, the mandate of the Committee and its term.

Article 5 - Visitor

The role of the Visitor shall be to resolve disputes relating to governance and involving Members and/or Board Members, that cannot be resolved through the existing governing structures of the College.

The Visitor shall initially attempt to resolve the dispute through reconciliation and failing this will render a final and binding decision.

The Visitor may, at its discretion, conduct proceedings orally or may decide the dispute on the face of the record. In all cases however interested parties will be entitled to state their case in writing.

The Visitor will render its decision as soon as possible in writing with stated reasons

The Board of Governors shall be informed of any decision or measure taken by the Visitor at the ensuing meeting of the Board subject to any confidentiality measures that may be advisable or mandated by law in the circumstances.

The Board of Governors shall establish procedures setting out how disputes are to be properly submitted to the Visitor and how conflicts of interest are to be addressed.

The Visitor shall be the Metropolitan of Canada. The Board of Governors shall be responsible for establishing a policy on the appointment of an alternate in the event that the Metropolitan refuses or is incapable of acting.

Article 6 - Amendments to the Constitution

Any proposed change or amendment to the articles of the Constitution must be sent to all Members by letter addressed to each Member at their last known address or by e-mail at the last address recorded in the register of the College to such effect at least ten (10) business days before the Annual Meeting or the date of the Extraordinary Meeting called for such purpose. It must be approved by a majority of at least two thirds (2/3) of the Members present at the Meeting who are entitled to vote. If the proposal for a change or amendment is approved by a majority of at least two thirds (2/3) of those present and who are entitled to vote, the Chair of the Meeting shall immediately call for a second meeting of the Members to put the change or amendment to a second vote to be confirmed by a notice of meeting to be sent as soon as possible to all Members as provided herein. The second meeting must be at a date no earlier than ten (10) business days nor later than twenty (20) business days following the initial meeting. If the change or amendment is confirmed by a majority of at least two thirds (2/3) of the Members present who are entitled to vote, it will come into force upon such approval.

Article 7 - Transitory Provisions

The following transitory provisions will apply upon the present Constitution coming into force:

- all existing members of corporation under the previous constitution shall continue automatically as Regular Members for a period of six (6) months within which if they wish to continue as Alumni Members, Regular Members or Honorary Members, as the case maybe, will be required to complete the appropriate membership form and pay the appropriate membership fee unless exempted by the terms of the present Constitution;
- all existing members of the board of governors under the previous constitution will automatically continue as members of the Board of Governors until replaced by the Corporation;
- members of the executive under the previous constitution shall automatically become members of the Executive Committee until replaced by the Board of Governors and shall retain their title as President, Vice-president, Secretary or Treasurer, as the case may be;
- members of the education council under the previous constitution shall automatically become members of the Academic Committee until replaced by the Board of Governors; and
- the treasurer of the College under the previous constitution shall automatically become a member of the Finance Committee until replaced by the Board of Governors.

Article 8 - Coming into Force

This present Constitution replaces all previous Constitutions of the College and shall come into force as of September 28, 2017.