

1980

c 120 The Redeemer Reformed Christian College Act, 1980

Ontario

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CHAPTER 120

**An Act to incorporate
Redeemer Reformed Christian College***Assented to December 12th, 1980*

WHEREAS the Reformed Christian community in Ontario Preamble wishes to promote the advancement and dissemination of the Reformed Christian perspectives in all areas of higher learning; and whereas the Ontario Christian College Association, as an unincorporated association, hereby represents that it was established on the 19th day of November, 1977, for the purpose of developing a Christian College of the Arts and Sciences within the Province of Ontario, in accordance with the Statement of Basis and Principles as will be set out in the by-laws of the Corporation; and whereas the Association applies for special legislation providing for the incorporation and modification of its organization, government and administration, changing its name and enlarging and increasing its powers, rights and privileges; and whereas it is expedient to grant the application;

Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows;

1.—(1) In this Act,Interpre-
tation

- (a) "Academic Council" means the Academic Council of Redeemer Reformed Christian College;
- (b) "academic dean" means an employee of the College who holds the rank of academic dean;
- (c) "administrative staff" means the full time employees of the College who are not members of the teaching faculty;
- (d) "annual dues of the College" means such dues as are fixed annually from time to time by the majority of the Board and confirmed by the annual meeting of the supporting members of the College;
- (e) "Association" means the Ontario Christian College Association, an unincorporated association established on the 19th day of November, 1977;

- (f) "Board" means the Board of Governors of Redeemer Reformed Christian College;
- (g) "College" means Redeemer Reformed Christian College as incorporated by this Act;
- (h) "President" means the president of Redeemer Reformed Christian College;
- (i) "property" means real and personal property;
- (j) "student" means a person who has registered as such in a program or course of study at the College that leads to a degree, diploma or certificate of the College;
- (k) "supporting members" means such persons who have subscribed to the Statement of Basis and Principles of the College as set out in the by-laws of the College and who have paid the annual dues of the College and who have been admitted to the membership of the College by the Board in accordance with the by-laws of the College;
- (l) "teaching faculty" means the part time and full time employees of the College who hold the academic rank of professor, associate professor, assistant professor or lecturer;
- (m) "year" means the membership year of the Board or the Academic Council, as the case may be, and shall be any twelve-month period established from time to time by the supporting members at their annual meeting.

Conflict with
R.S.O. 1970,
c. 89

(2) In the event of conflict between any provision of this Act and any provision of *The Corporations Act*, the provisions of this Act prevail.

Redeemer
Reformed
Christian
College
Incorporated

2.—(1) The supporting members from time to time of the College, including all the persons named in the Schedule hereto, are hereby created a body corporate with the perpetual succession and a common seal under the name of "Redeemer Reformed Christian College".

Rights and
liabilities
continued

(2) Subject to any rights acquired by any person prior to the day this Act comes into force, the property, rights, privileges and powers of the Association are hereby continued and vested in the College and the liabilities of the Association together with the benefits and burdens of all contracts and covenants of the Association are hereby continued in and assumed by the College.

(3) Subject to this Act, all by-laws, resolutions and appointments of the Association shall continue as by-laws, resolutions and appointments of the College until amended, repealed or revoked.

By-laws,
etc.,
continued

(4) The Association is dissolved on the day this Act comes into force.

Association
dissolved

3. The objects and purposes of the College are to provide, at the post secondary level,

Objects and
purposes

(a) for the advancement of learning and dissemination of knowledge on the basis of the Reformed confessions, traditions and perspectives;

(b) degree, diploma and certificate programs and courses of study based on Biblical and theological studies, studies in the foundations of Reformed Christian perspectives, which programs and courses may include studies in the general arts, humanities, and sciences, both natural and social, permeated by such Scripturally-directed Reformed Christian perspectives, in accordance with the Statement of Basis and Principles as set out in the by-laws of the College;

(c) diploma and certificate programs and courses of study in the general arts, humanities and sciences, including both pure and applied natural and social sciences in accordance with the Statement of Basis and Principles as set out in the by-laws of the College;

(d) degree programs and courses of study in the general arts, humanities and sciences, including both pure and applied natural and social sciences under the supervision of and pursuant to a written agreement with,

(i) a university established under an Act of the Legislative Assembly,

(ii) an educational institution established outside Ontario which has the authority to grant non-religious degrees and which the Minister of Colleges and Universities has determined is accredited in its jurisdiction of origin, or

(iii) an educational institution not referred to in sub-clause i or ii with the written consent of the Minister of Colleges and Universities; and

(e) diploma and certificate programs and courses of study sponsored jointly with other educational institutions, or with industry or commerce.

Board of
Governors,
first
members

4.—(1) The Board of Governors, until reconstituted in accordance with subsection 2 shall consist of those persons named in the Schedule hereto.

Reconsti-
tuted
Board

(2) Within twelve months after the coming into force of this Act, the Board shall be reconstituted to consist of,

- (a) six members, none of whom is a student, a member of the teaching faculty or a member of the administrative staff of the College, elected by the supporting members at their annual meeting from among nominees presented, in accordance with the by-laws of the College, by the ecclesiastical bodies or presbyteries of the Christian Reformed Church in North America known as "Classes" in the Province of Ontario, for a term of three years;
- (b) any number of members as determined from time to time by supporting members at their annual meeting, not exceeding six in number, none of whom is a student, a member of the teaching faculty or a member of the administrative staff of the College, elected by the supporting members from among the nominees presented, in accordance with the by-laws of the College, by such ecclesiastical bodies within the Province of Ontario which are prepared to support the College on a comparable basis, in the opinion of the Board, as the Churches of the Christian Reformed Church in North America, for a term of three years;
- (c) any number of members as determined from time to time by the supporting members at their annual meeting, being not less than four but not more than six in number, none of whom is a student, a member of the teaching faculty or a member of the administrative staff of the College, elected by the supporting members from among the administrators of the elementary and high schools operated by member societies of the Ontario Alliance of Christian Schools, for a term of three years; and
- (d) any number of members as determined from time to time by the supporting members at their annual meeting, being not less than nine and not more than fifteen, none of whom is a student, a member of the teaching faculty or a member of the administrative staff of the College, elected by the supporting members of the College from among the supporting members, for a term of three years.

Election and
retirement
in rotation

(3) Notwithstanding clauses *a*, *b*, *c* and *d* of subsection 2, for the purpose of the election of members of the Board under those

clauses, the Board shall by by-law provide for the election and retirement of members of the Board in rotation.

(4) No member shall serve for more than six years consecutively, but on the expiration of one year after having served on the Board, such person shall again be eligible for membership on the Board.

Eligibility
for
re-election

(5) No person shall serve as a member of the Board unless that person is both a Canadian citizen and a supporting member of the College.

Requirements
for
membership

(6) The President shall not be a member of the Board but shall have the right to attend all meetings of the Board except for such part of any Board meeting where the Board, in its opinion, will discuss a matter in which the President may have a conflict of interest.

President
may attend
Board
meetings

(7) The Board shall by by-law determine the manner and procedure of election of the Board members and such elections shall be by secret ballot.

Manner
of
election

(8) Where a vacancy occurs for any reason among the members of the Board, then the Board in its sole discretion shall determine whether the vacancy is to be filled and the Board shall elect persons qualified under the appropriate clause of subsection 2 to fill the vacancy until the next annual meeting of the supporting members of the College.

Vacancies

(9) The Board shall elect a Chairman and a Vice-chairman from among its members and in the case of the absence or illness of the Chairman or there being a vacancy in that office the Vice-chairman shall act as and have all the powers of the Chairman.

Chairman
and
Vice-
chairman

(10) In the case of the absence or illness of the Chairman and Vice-chairman or there being vacancies in those offices, the Board may appoint one of its members to act as Chairman for the time being and the member so appointed shall act and have all the powers of the Chairman.

Absence

(11) The term of office of the Chairman and the Vice-chairman shall be as determined by the Board.

Term of
office

(12) A quorum of the Board shall consist of a simple majority.

Quorum

(13) The Board may appoint an executive committee and such other committees as the Board considers advisable and delegate to any such Committee any of its powers in accordance with the by-laws of the College.

Delegation
of powers

Powers
of the
Board

5. The government, conduct, management and control of the College and of its property, revenues, expenditures, business and affairs, except with respect to such matters as are assigned by this Act to the Academic Council, and subject to such matters and powers as are assigned by this Act to the supporting members, are vested in the Board, and the Board has all the powers necessary or convenient to perform its duties and achieve the objects and purposes of the College including, without limiting the generality of the foregoing, the power,

- (a) to enact by-laws for the conduct of the Board's affairs;
- (b) to appoint, suspend and remove the President and define his duties and responsibilities;
- (c) to appoint, classify, promote, suspend, transfer, re-classify or remove the members of the teaching faculty and administrative staff and such other employees as it considers necessary or advisable for the proper conduct of the affairs of the College;
- (d) to fix the number, duties and salaries and other remuneration of employees of the College;
- (e) to delegate such of its powers under clauses *c* and *d* as it considers proper to the President or other employees of the College as may be recommended by the President;
- (f) to provide for the retirement and superannuation of persons referred to in clauses *b* and *c*;
- (g) to provide for payments by way of gratuities, retirement allowances, sick leave allowances, superannuation allowances, pensions, annuities or life insurance or any combination thereof, payable to any representative of or for the benefit of the persons mentioned in clauses *b* and *c* or any class or classes thereof, out of a fund or funds, comprising contributions made by such persons, or any class or classes thereof, or by the Board, or both or otherwise;
- (h) to expend such sums as may be required for the purposes of funds that are established for the payment of gratuities, retirement allowances, pensions, life insurance or health insurance for the benefit of the persons mentioned in clauses *b* and *c*;
- (i) to expend such sums as the Board considers necessary for the support and maintenance of the College, for the erection and improvement of such buildings as the Board may consider necessary for the use and purposes

of the College and for furnishings and equipment for such buildings, provided that such expenditure is within the financial limits set by the annual budget of the College by the supporting members at their annual meeting;

- (j) to expend such sums as the Board considers necessary for the erection, equipment, furnishings and maintenance of residences and dining halls for the use of students provided that such expenditure is within the financial limits set by the annual budget of the College by the supporting members at their annual meeting;
- (k) to appoint by resolution a member or members of the Board or any other person or persons to execute on behalf of the College either documents and other instruments in writing generally, or specific documents and other instruments in writing and to affix the corporate seal of the College thereto;
- (l) to borrow money for purposes of the College upon credit of the College and to give such security against the assets of the College by way of mortgage, debenture or otherwise as the Board determines;
- (m) to invest all money that comes into its hands that is not required to be expended for any purpose to which it lawfully may be applied, subject always to any express limitations or restrictions on investment powers imposed by the terms of the instruments creating any trust as to the same, in such manner as it considers proper and, except where a trust instrument otherwise directs, combine trust moneys belonging to various trusts in its care into a common trust fund;
- (n) to establish by by-law the Statement of Basis and Principles of the College;
- (o) after obtaining approval from the supporting members of the College, to,
 - (i) operate joint or co-operative diploma and certificate programs and courses of study with other educational institutions or with industry or commerce on such terms and for such periods of time as the Board may determine,
 - (ii) establish and terminate as authorized by this Act such degree, diploma or certificate programs as the Academic Council recommends and the Board considers appropriate,

- (iii) provide for the affiliation or federation or legal association with a university or college offering courses leading to a degree and established for teaching any branch of learning on such terms as the Board may determine, and enter into any agreement that the Board may consider necessary to effect affiliation, federation or legal association and that will preserve the Christian character of the College,
- (iv) fix the annual dues, and
- (v) amend the Statement of Basis and Principles of the College as set out in the by-laws of the College;
- (p) to approve changes in established programs of study as recommended by the Academic Council;
- (q) to establish and collect fees and charges for tuition and for services of any kind offered by the College and collect fees and charges on behalf of any entity, organization or element of the College; and
- (r) to establish classes of members in addition to supporting members and the qualifications and conditions of such classes of membership.

Audit
R.S.O. 1970
573

6.—(1) The supporting members, at their annual meeting, shall appoint one or more public accountants licensed under *The Public Accountancy Act* to audit the accounts and transactions of the Board.

Distribution
of annual
report

(2) The Board shall make available to the Christian Reformed Church in North America and any other ecclesiastical body which has a representative on the Board, and to the members of the Ontario Alliance of Christian Schools and to the supporting members of the College, an annual report, including an audited annual financial report, in such form and manner as the Board may determine.

Academic
Council

7.—(1) There shall be an Academic Council of the College composed of,

- (a) the President and the academic dean who shall be *ex officio* members; and
- (b) not fewer than ten or more than thirty supporting members of the College elected as follows:

1. At least three shall be elected from among and by the teaching faculty.
2. At least four shall be elected from among persons holding the rank of Professor or Associate Professor at any accredited educational institution at the post secondary level, one-half of whom are nominated by the teaching faculty and one-half of whom are nominated by the Board, and all of whom are elected by the supporting membership.
3. At least one shall be elected from among and by the students of the College.
4. At least two shall be elected from among and by the members of the Board.

(2) The Board shall by by-law determine if more than ten ^{idem} persons shall be elected to the Board under clause *b* of subsection 1, and where the size of the Academic Council is enlarged pursuant to a by-law under this subsection, the by-law shall provide that the persons elected under paragraphs 1 and 2 of clause *b* of subsection 1 shall comprise at least 70 per cent of the membership of the Academic Council.

(3) The Academic Council shall determine by by-law, ^{Term of membership}

(a) the term of office of one, two or three years, as the case may be, for the members appointed from each of the groups referred to in clause *b* of subsection 1 of section 7; and

(b) the procedures to be followed in the conduct of its affairs.

(4) Subject to subsection 5, an elected member of the Academic Council is eligible for re-election but no such member shall serve ^{Eligibility for re-appointment} for more than six years consecutively, but on the expiration of one year after having served on the Academic Council, such person is again eligible for membership on the Academic Council.

(5) An elected member of the Academic Council ceases to hold ^{Ineligibility} office when he ceases to be eligible pursuant to the paragraph of clause *b* of subsection 1 under which he was elected, but a student member who graduates during his term of office may serve for the remainder of the current year.

(6) Subject to the approval of the Board, where a vacancy ^{Vacancies} occurs for any reason among the elected members of the Academic

Council before the term for which a person was elected has expired, the Academic Council shall determine whether the vacancy is to be filled and if so and, notwithstanding any other provisions of this Act, the manner and procedure for so doing, and the person filling such vacancy shall hold office for the remainder of the term of the person whose membership is vacant.

Chairman

(7) The academic dean shall be chairman of the Academic Council.

Powers
of the
Academic
Council

8. Subject to the approval of the Board with respect to the expenditure of funds, the Academic Council has power,

- (a) to enact by-laws for the conduct of its affairs;
- (b) to make recommendations to the Board with respect to the establishment, change or termination of programs and courses of study, schools, divisions and departments;
- (c) to determine the curricula of all programs and courses of study;
- (d) to determine the standards of admission to the College and the standards for continued registration therein;
- (e) to determine the qualifications for degrees, diplomas and certificates of the College;
- (f) to conduct examinations, appoint examiners and decide all matters relating thereto;
- (g) to award fellowships, scholarships, bursaries, medals, prizes and other marks of academic achievements;
- (h) to award diplomas and certificates;
- (i) to grant the degrees of Bachelor of Christian Education and Bachelor of Christian Studies;
- (j) to create councils and committees to exercise its powers; and
- (k) to advise the Board as to the appointment, classification, transfer, reclassification and removal of the members of the teaching faculty in accordance with the rules and procedures from time to time established by the Board.

Advisory
Assembly of
the college

9.—(1) There shall be an advisory body called "The Advisory Assembly" composed of members of the Board, members of the Academic Council and persons with the rank of professor or

associate professor from such colleges as the Board may determine by by-law.

(2) The Board shall by by-law determine the composition, ^{Idem} regulations and functions of the Advisory Assembly.

10.—(1) At every annual meeting of the supporting members, ^{Annual meeting of the supporting members of the College} in addition to any other business that may be transacted, the supporting members shall do the following,

- (a) consider the audited annual financial statements and the annual budget for the ensuing year;
- (b) consider the report of the auditors;
- (c) approve or reject the annual dues set by the Board;
- (d) receive the report of the Board as to the operation of the College;
- (e) appoint the auditors until the next annual meeting and fix their remuneration;
- (f) elect the Board members under clauses *a*, *b*, *c* and *d* of subsection 2 of section 4; and
- (g) confirm or reject any by-laws passed during the past year by the Board including any amendments to the Statement of Basis and Principles and any matter referred to the meeting of the supporting members by the Board.

(2) At any annual meeting of the supporting members, any ^{New business} supporting member has the right to raise any matter relevant to the operation of the College provided that no action may be taken on such a matter until the same has been referred to and considered by the Board.

(3) A quorum for a meeting of the supporting members shall ^{Quorum} consist of at least fifty supporting members in addition to any supporting members who are students, members of the teaching faculty or members of the academic staff of the College.

11.—(1) Subject to subsections 2 and 3, the meetings of the Board, the Academic Council and the supporting members shall be open to the public and prior notice of the meeting shall be given to the members of the Board, the Academic Council and the supporting members, as the case may be, and to the public in such manner as the Board, the Academic Council and the supporting members shall respectively determine and no persons shall be ^{Meetings open to public}

excluded from a meeting except for improper conduct as determined by the Board or the Academic Council or the supporting members, as the case may be.

Confidential
matters

(2) Notwithstanding subsection 1, where a matter is confidential to the College, the part of the meeting of the Board or Academic Council, as the case may be, concerning such a matter may be held *in camera*.

Personal
matters

(3) Where a matter of a personal nature concerning an individual may be considered at a meeting of the Board or Academic Council, as the case may be, the part of the meeting concerning the individual shall be held *in camera* unless the individual and the Board agree that that part of the meeting be open to the public.

By-laws
open for
inspection

(4) The by-laws of the College and of the Academic Council shall be open to examination by the public during the normal office hours of the College.

Publication
of by-laws

(5) The College and the Academic Council shall publish their by-laws from time to time, in such manner as they may respectively consider proper.

Property

12. All property heretofore or hereafter granted, conveyed, devised or bequeathed to the Association or to the Board, the College or to any person in trust for or for the benefit of the Association, the Board, the College or any of its divisions or departments subject to any trust affecting the property, is vested in the College.

Power
to hold
property in
mortmain

13. The Board has the power to purchase or otherwise acquire, take or receive, by deed, gift, bequest or devise, and to hold and enjoy without licence in mortmain for the College's actual use and occupation or to carry on the undertaking of the College and without limitation as to the period of holding any estate or property whatsoever, and to sell, grant, convey, mortgage, lease or otherwise dispose of the same or any part thereof, from time to time and as occasion may require, and to acquire other estate or property in addition thereto or in place thereof.

Non-profit
corporation

14. The College shall be carried on without the purpose of gain for the members of the Board or the supporting members and any profits or other accretions to the College shall be used in promoting its objects and purposes.

Application
of property

15. The property of the College shall be applied solely for the objects and purposes of the College.

Dissolution

16. Upon the dissolution of the College and after the payment of all debts and liabilities, the remaining property of the College

shall be given to a Canadian charitable educational institution whose basis and objectives are, in the opinion of the Board, similar to the Statement of Basis and Principles of the College as set out in the by-laws of the College.

17. *The Charities Accounting Act* applies to the College.

Application of
R.S.O. 1970,
c. 63

18. This Act comes into force on the day it receives Royal Assent.

Commence-
ment

19. The short title of this Act is *The Redeemer Reformed Christian College Act, 1980*.

Short title

SCHEDULE

First Board of Governors of Redeemer Reformed Christian College

Dr. Henry AAY, Ph.D., Professor

Mr. Albert J. BAKKER, LL.B., Q.C., Solicitor

Dr. Philip C. BOM, Ph.D., Researcher

Dr. Henry BROUWER, Ph.D., High School Teacher

Rev. Henry DE BOLSTER, M.D., Pastor, President of the Canadian Council of Christian Reformed Churches

Mrs. May DROST, M.A., Homemaker

Mr. Adrian GULDEMOND, M.A., M.Ed., Executive Director of the Ontario Alliance of Christian Schools

Dr. Remkes KOOISTRA, Th.D., University Chaplain

Rev. Raymond SIKKEMA, M.D., Pastor

Dr. Henk VAN ANDEL, Ph.D., Professor

Dr. Robert VANDER VENNEN, Ph.D., Administrator

Mr. Gary VAN EYK, R.I.A., Financial Controller

Mr. John VRIEND, M.Ed., High School Principal

Dr. Albert M. WOLTERS, Ph.D., Professor

Rev. John ZANTINGH, B.D., Pastor

Dr. Jack ZEYL, Ph.D., Professor

Mr. John VAN ROOYEN, Business Executive

