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An Act respecting
The Toronto Baptist Seminary

1st Reading

November 8th, 1982

2nd Reading

December 7th, 1982

3rd Reading

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Ms. FISH

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1982

An Act respecting The Toronto Baptist Seminary

WHEREAS The Toronto Baptist Seminary was founded in 1927 in Toronto and incorporated by letters patent dated the 19th day of April, 1929, for the purpose of establishing and maintaining "a seminary or school for the training of students preparing for Christian work at home or abroad as pastors, missionaries, evangelists and Bible School teachers and other courses in such other Christian work and in the English Bible as may, from time to time, be arranged"; that its objects were extended by supplementary letters patent, dated the 3rd day of December, 1947, to enable it "to print, publish, distribute and sell books and other printed matter and to do all things as are incidental or conducive to the attainment of the above objects"; that since its incorporation it has exercised the authority to grant the degrees of Licentiate of Theology, Bachelor of Theology, Bachelor of Religious Education, Master of Divinity, Master of Theology, Master of Religious Education and honorary Doctor of Divinity; and whereas the applicant hereby applies for special legislation providing for the continuance of its organization, government and administration to exercise suitable powers, rights and privileges; and whereas it is expedient to grant the application;

Preamble

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,

Inter-
pretation

- (a) "academic unit" means a faculty, school, institute, department or other academic division of the Seminary so designated by the Board;
- (b) "Alumni Association" means the association of individuals who have received degrees or diplomas from the Seminary and who are no longer registered as students;

- (c) "Board" means the Board of Trustees of the Seminary;
- (d) "Charter Corporation" means The Toronto Baptist Seminary as it existed immediately prior to the coming into force of this Act;
- (e) "faculty" means all persons employed by the Seminary who hold the academic rank of professor, associate professor, assistant professor, lecturer or instructor;
- (f) "president" means the president of the Seminary;
- (g) "Seminary" means The Toronto Baptist Seminary, as incorporated by this Act;
- (h) "Senate" means the Senate of the Seminary;
- (i) "student" means a person who is registered as such in a program or course of study of the Seminary that leads to a degree or diploma of the Seminary;
- (j) "year" means the membership term of the Board as established by the Board.

Application of
R.S.O. 1980,
c. 95

(2) The *Corporations Act* applies to the Seminary except to the extent that it is inconsistent with this Act.

Charter
Corporation
re-incorporated

2.—(1) The members of the Board from time to time are hereby constituted a body corporate with perpetual succession and a common seal under the name of "The Toronto Baptist Seminary".

Rights and
liabilities
continued

(2) The property, rights, privileges and powers of the Charter Corporation are hereby continued and vested in the Seminary and the liabilities of the Charter Corporation, together with the benefits and burdens of all contracts and covenants of the Charter Corporation, are hereby continued in and assumed by the Seminary.

By-laws, etc.,
of Charter
Corporation
to continue

(3) Subject to this Act, all by-laws, orders, regulations, resolutions and appointments of the Charter Corporation shall continue as by-laws, orders, regulations, resolutions and appointments of the Seminary until amended, repealed or revoked.

Charter
Corporation
dissolved

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

Objects

3. The objects of the Seminary are, to train men and women for Christian service at home and abroad as pastors, missionaries, evangelists and Christian workers.

4.—(1) The Board shall be composed of, ^{Board of Trustees, composition}

- (a) the Pastor of the Jarvis Street Baptist Church who shall be an *ex officio* member;
- (b) seven members elected by the members of the Jarvis Street Baptist Church for a term of two years;
- (c) three members elected by the Board for a term of two years;
- (d) the principal of the Seminary who shall be an *ex officio* member; and
- (e) the president of the Alumni Association who shall be an *ex officio* member.

(2) Until the Board is reconstituted in accordance with sub- ^{First Board} section (1), the members of the Board of Trustees of the Charter Corporation shall be the first members of the Board of the Seminary.

(3) The Board shall by by-law determine the manner and ^{Procedure for elections} procedure for the election of the members to be elected under clause (1) (c).

(4) The Board may by by-law provide for the election and ^{Staggered terms} retirement of the members to be elected under clauses (1) (b) and (c) in rotation.

(5) Subject to subsection (6), no person shall be elected or ^{Citizenship requirements} appointed as a member of the Board unless he is a Canadian citizen.

(6) Subsection (5) does not apply to a person who was a ^{Idem} member of the Board of the Charter Corporation on the day before this Act comes into force.

(7) Members of the Board, if otherwise qualified, are eligible ^{Re-election and re-appointment} for re-election or re-appointment, as the case may be, except that no member of the Board shall serve more than three consecutive terms, but on the expiration of one year after having served the third of three consecutive terms, such person may again be eligible for membership on the Board.

(8) The limit of three consecutive terms referred to in subsec- ^{Idem} tion (7) does not include,

- (a) service on the Board of the Charter Corporation; or

- (b) service on the Board for the balance of an unexpired term for a person who becomes a member of the Board under subsection (9).

Vacancies (9) Where a vacancy on the Board occurs before the term of office for which such person was elected has expired, the Board, in its sole discretion, shall determine if the vacancy is to be filled and, if so, and notwithstanding any other provision 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.

Quorum (10) Unless the by-laws otherwise provide, a majority of the Board constitutes a quorum for the transaction of business, but in no case shall a quorum be less than two-fifths of the Board.

Powers (11) The government, conduct, management and control of the Seminary and of its property, revenues, expenditures, business and affairs are vested in the Board and the Board has all powers necessary or convenient to perform its duties and achieve the objects and purposes of the Seminary including, without limiting the generality of the foregoing, the power,

- (a) to enact by-laws for the conduct of its affairs;
- (b) to establish and terminate programs and courses of study after consideration of the recommendations, if any, of the Senate;
- (c) to appoint, promote, suspend and remove the administrative officers of the Seminary and the members of the administrative staff, after consideration of the recommendations, if any, of the Senate;
- (d) to appoint the Principal of the Seminary who shall be the chief academic officer and to define his duties and responsibilities, after consideration of the recommendations, if any, of the Senate;
- (e) to appoint and promote members of the faculty and academic officers, after consideration of the recommendations, if any, of the Senate;
- (f) to grant tenure and leave to and to suspend and remove members of the faculty and the academic officers, after consideration of the recommendations, if any, of the Senate;
- (g) to establish, change and terminate academic units within the Seminary and determine the powers and

duties of any such unit, after consideration of the recommendations, if any, of the Senate;

- (h) to appoint committees and delegate thereto power and authority to act for the Board with respect to any matter or class of matters, but where power and authority to act for the Board are delegated to a committee, a majority of the members of the committee shall be members of the Board;
- (i) to establish and collect fees and charges for tuition and for services of any kind offered by the Seminary and collect fees and charges on behalf of any entity, organization or element of the Seminary;
- (j) to expend such sums as the Board considers necessary for the erection, equipment, furnishing and maintenance of residences and dining halls for the use of the students;
- (k) to borrow money for the purposes of the Seminary and give security therefor on such terms and in such amounts as it determines;
- (l) to invest all money that comes into the Seminary 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 same, in such manner as it considers proper and, except where a trust instrument otherwise directs, to combine trust moneys belonging to various trusts in its care into a common trust fund;
- (m) to acquire, accept, solicit or receive, by purchase, lease, deed, contract, donation, legacy, gift, grant, bequest, devise or otherwise, any kind of real or personal property and to enter into and carry out agreements, contracts and undertakings incidental thereto and to hold any such property for the purpose of drawing a revenue therefrom, and to sell, lease, mortgage, dispose of and convey the same or any part thereof or interest therein as the Board may consider advisable;
- (n) to hold, manage, sell or convert any of the real or personal property from time to time owned by the Seminary and to invest and reinvest any principal in such manner as may from time to time be determined;
- (o) to acquire, accept, solicit or receive any gift of real or personal property, either as an annual or other contri-

bution or as an addition to the fund or funds of the Seminary;

- (p) to enact by-laws to regulate the admission of members of the faculty who are of Christian character and who are in full accord with and subscribe to the doctrinal statement of the Seminary as set out in the by-laws and who are in agreement with the aims and objectives of the Seminary;
- (q) to appoint a member or members of the Board, or any other person or persons, to execute on behalf of the Board,
 - (i) documents and other instruments in writing generally, or
 - (ii) specific documents and other instruments in writing,
 and to affix the corporate seal of the Seminary thereto;
- (r) to establish from time to time the membership year of the Board; and
- (s) to enact by-laws respecting the doctrinal statement of the Seminary.

President

5.—(1) The Pastor of the Jarvis Street Baptist Church shall be the president of the Seminary and shall preside at all meetings of the Board.

Idem

(2) If the president is absent or unable to act, his duties and powers may be exercised by some other officer appointed by the Board for the purpose and, in the exercise of any such duty or power, the absence or inability of the president shall be presumed with reference thereto.

Audit
R. S. O. 1980,
c. 405

6. The Board shall appoint one or more public accountants licensed under the *Public Accountancy Act* to audit the accounts and transactions of the Board at least annually.

Annual
report

7. The Board shall make a financial report annually to the members of the Jarvis Street Baptist Church in such manner as the Board shall determine.

Senate

- 8.**—(1) There shall be a Senate of the Seminary composed of,
- (a) the president and the principal who shall be *ex officio* members;

(b) the members of the faculty; and

(c) three members of the Board, other than the president and the principal, appointed by the Board for a term of two years.

(2) The president shall be the chairman of the Senate and a vice-chairman shall be elected by the Senate for a term of two years from among its members in such manner as the Senate may determine. ^{Chairman and vice-chairman}

(3) The Senate has, subject to the approval of the Board with respect to the expenditure of funds, the power to determine the academic policy of the Seminary and, without limiting the generality of the foregoing, has the power, ^{Powers}

(a) to enact by-laws for the conduct of its affairs;

(b) to make recommendations to the Board to establish and terminate programs and courses of study;

(c) to determine the curricula of all programs and courses of study, standards of admission to the Seminary and continued registration therein, and the qualifications for graduation;

(d) to conduct examinations, appoint examiners and decide all matters related to examinations and the appointment of examiners;

(e) to award fellowships, scholarships, bursaries, prizes and other marks of academic achievement;

(f) to award diplomas, certificates and licentiates and to grant the degrees of Bachelor of Theology, Bachelor of Religious Education, Master of Divinity, Master of Theology, Master of Religious Education and honorary Doctor of Divinity; *

(g) to appoint committees and delegate thereto power and authority to act for them with respect to any matter or class of matters set out in clauses (b) to (f), but where such power and authority to act are delegated to a committee, a majority of the members of the committee shall be members of the Senate; and

(h) to do all things necessary for carrying out the powers and duties as set out in clauses (a) to (g).

9.—(1) Subject to subsections (2) and (3), meetings of the Board and of the Senate shall be open to the public and prior ^{Meetings open to public}

notice of such meetings shall be given to the members of the Board or the Senate, as the case may be, and to the public in such manner as the Board or the Senate, by by-law, shall respectively determine and no person shall be excluded from a meeting except for improper conduct as determined by the Board or the Senate, as the case may be.

Meetings
in camera

(2) Where matters confidential to the Seminary are to be considered at a meeting of the Board or Senate, the part of the meeting concerning such matters may be held *in camera*.

Idem

(3) Where a matter of a personal nature concerning an individual may be considered at a meeting of the Board or Senate, the part of the meeting concerning the individual shall be held *in camera* unless there is a mutual agreement to the contrary by the Board or the Senate, as the case may be, and the individual.

By-laws

10.—(1) The by-laws of the Seminary and the Senate shall be open to examination by the public during normal office hours.

Idem

(2) The Seminary and the Senate shall publish their by-laws from time to time in such manner as they may respectively consider proper.

Property of
Charter
Corporation

11. All property heretofore or hereafter granted, conveyed, devised or bequeathed or otherwise conveyed to the Charter Corporation, any of its divisions, departments or to any person in trust for or for the benefit of any of the foregoing, subject to any trust affecting the same, vests in the Seminary.

References to
Charter
Corporation

12. For the purposes of construing any instrument or other document unless the contrary intention appears, a reference to the Charter Corporation or any of its divisions or departments shall be construed as a reference to the Seminary.

Non-profit
corporation

13. The Seminary shall be carried on without the purpose of gain for the members of the Board and all profits or other accretions to the Seminary shall be used in promoting its objects.

Application of
R.S.O. 1980,
cc. 63, 65

14. The *Charitable Gifts Act* and the *Charities Accounting Act* apply to the Seminary.

Dissolutions

15. Upon the dissolution of the Seminary and after the payment of all debts and liabilities, the remaining property of the Seminary shall be distributed to or disposed of to the Jarvis Street Baptist Church.

Commence-
ment

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

Short title

17. The short title of this Act is the *Toronto Baptist Seminary Act, 1982*.