

BILL Pr42

1981

An Act respecting the Theological College of the Canadian Reformed Churches

WHEREAS the Canadian Reformed Churches, an unincorporated federation of reformed churches in Canada, hereby represent that they maintain an institution of higher learning in theology for the training for the ministry, known as the Theological College of the Canadian Reformed Churches; that it is desirable that the said College be incorporated and that the College be given the authority to grant degrees in theology; and whereas the Canadian Reformed Churches hereby apply for special legislation for such purposes; 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) "Board" means the Board of Governors of the College;
- (b) "churches" means all the churches that from time to time comprise the federation of Canadian Reformed Churches;
- (c) "College" means the Theological College of the Canadian Reformed Churches;
- (d) "faculty" means all persons employed by the College as professor, associate professor, assistant professor, lecturer or instructor;
- (e) "Principal" means the Principal of the College;
- (f) "property" includes all property, both real and personal;
- (g) "Senate" means the Senate of the College;

- (h) "student" means a person who is registered or enrolled in a course of study or program at the College;
- (i) "Synod" means an assembly convened by the churches as the Synod of the Canadian Reformed Churches in Canada;
- (j) "unincorporated college" means the Theological College of the Canadian Reformed Churches as it existed immediately prior to the coming into force of this Act.

Conflict with
R.S.O. 1980,
c. 95

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

Incorporation

2.—(1) The persons named in the Schedule hereto are hereby created a body corporate with perpetual succession and a common seal under the name of "Theological College of the Canadian Reformed Churches".

Continuation
of rights,
etc.

(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 unincorporated college are hereby continued and vested in the College and the liabilities of the unincorporated college together with the benefits and burdens of all contracts and covenants of the unincorporated college are hereby continued in and assumed by the College.

Idem

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

Dissolution

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

Objects

3. The object and purpose of the College is the advancement of learning in theology for the training for the ministry of the Gospel.

Basis

4. The College shall be carried on as a Christian institute of theology whose basis shall be the infallible Word of God as interpreted by the Belgic Confession, the Heidelberg Catechism and the Canons of Dordt as adhered to by the churches.

First
Board of
Governors

5.—(1) The persons named in the Schedule shall constitute the Board of Governors which shall act until the Board is reconstituted in accordance with subsection (2).

(2) Within three years from the coming into force of this Act, the Board shall be reconstituted to consist of eleven Governors to be elected or appointed by Synod in such manner as may be prescribed by the by-laws of the College, for a term of three years. ^{Recon-stitution of Board}

(3) No Governor shall serve for more than nine years consecutively, but on the expiration of one year after having served on the Board for nine consecutive years, such person shall again be eligible for membership on the Board. ^{Term}

(4) Subsection (3) does not apply to service on the Board of Governors of the unincorporated college. ^{Idem}

- (5) The Board may, by by-law, ^{Increase or decrease in Board}
- (a) reduce the size of the Board to consist of not fewer than seven Governors or increase the size of the Board; and
 - (b) provide for the election and retirement of Governors in rotation,

but no such by-law shall come into effect until it has been confirmed by Synod.

- (6) No person may be a Governor unless, ^{Qualifications}
- (a) he is a Canadian citizen; and
 - (b) he is a member in good standing of one of the churches.

(7) A majority of the Board constitutes a quorum for the transaction of business. ^{Quorum}

(8) 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}

(9) Questions arising at any meeting of the Board shall be decided by a majority of votes and, in the case of an equality of votes, the question shall be deemed to be defeated. ^{Majority vote}

(10) The Board shall keep proper records and minutes of its proceedings and proper books of account of the financial affairs of the College. ^{Minutes}

(11) The government, conduct, management and control of the College and of its property, revenues, expenditures, business ^{Powers}

and affairs are vested in the Board and the Board has all powers necessary or convenient to perform its duties and achieve the object and purpose of the College 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 College and the members of the administrative staff;
- (d) to appoint, in accordance with the policies established by Synod, members of the faculty who are in full accord with the basis of the College as set out in section 4;
- (e) to promote, suspend and remove and to grant tenure and leave of absence to members of the faculty in accordance with the policies established by Synod, but any action resulting in suspension or removal of a faculty member shall be in accordance with the by-laws of the College and is subject to an appeal to Synod;
- (f) subject to the direction and approval of Synod, to establish, maintain, change and terminate faculties, schools, institutes, departments and chairs within the College;
- (g) to appoint or remove the Principal;
- (h) 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;
- (i) to borrow money for the purposes of the College and give security therefor on such terms and in such amounts as it may deem advisable;
- (j) to invest all money that comes into the College 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;

(k) to hold, manage, sell or convert any of the real or personal property from time to time owned by the College and to invest and re-invest any principal in such manner as may from time to time be determined;

(l) to enact by-laws to regulate the admission of students who are in full accord with the basis of the College as set out in section 4 and to set admission standards based on academic qualifications; and

(m) to appoint one or more Governors, or any other person or persons, to execute on behalf of the Board 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.

(12) Subject to subsections (13) and (14), a meeting of the Board shall be open to the public and prior notice of the meeting shall be given to the members of the Board and to the public in such manner as the Board, by by-law, may determine, and no person shall be excluded from a meeting except for improper conduct as determined by the Board. ^{Meetings open to public}

(13) Where matters confidential to the College are to be considered, the part of the meeting concerning such matters may be held *in camera*. ^{Confidential matters}

(14) Where a matter of a personal nature concerning an individual may be considered at a meeting, the part of the meeting concerning such individual shall be held *in camera* unless there is a mutual agreement to the contrary by the Board and the individual. ^{Idem}

(15) 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, 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 Governors. ^{Delegation of powers}

6.—(1) Synod shall assemble not less than every three years to do, in addition to any other business that may be transacted, the following: ^{Synod}

1. Receive the report of the Board as to the operation of the College.
2. Elect or appoint the Governors in accordance with subsections 5 (2) to (6).

3. Consider the audited financial statements and the report of the auditor for the previous fiscal periods.
4. Appoint the auditors until the next assembly of Synod.
5. Confirm or reject any by-laws passed by the Board that under this Act require confirmation by Synod.

Special
assembly

(2) The Board may petition the churches at any time for a special assembly of Synod to deal with matters pertaining to the College.

Audit

R.S.O. 1980,
c. 405

7.—(1) The accounts and transactions of the College shall be audited at least annually by one or more public accountants licensed under the *Public Accountancy Act*.

Distribution
of annual
report

(2) The Board shall distribute annually to all of the churches an annual report including, in addition to any other information, the following,

- (a) an audited annual financial report; and
- (b) an annual budget for the ensuing year.

Principal

8. There shall be a Principal who shall supervise the affairs of the College, including its administration, faculty and students, and who shall report to the Board.

Chancellor

9.—(1) The Principal shall act as Chancellor of the College and, as Chancellor, he shall confer all degrees.

Degrees

(2) Degrees shall only be conferred upon the recommendation of the Senate.

Senate

10.—(1) There shall be a Senate composed of,

- (a) the Principal;
- (b) the faculty; and
- (c) such retired members of the faculty as may be appointed by the Board.

Chairman

(2) The Principal shall act as chairman of the Senate.

Powers

(3) The Senate has power,

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

- (b) to determine the curricula of all programs and courses of study, enforce standards of admission to the College and continued registration therein, and determine the qualifications for graduation;
- (c) to conduct examinations, appoint examiners and decide all matters related to examinations and the appointment of examiners;
- (d) to grant the degrees of Bachelor of Theology, Bachelor of Divinity, Master of Divinity and Master of Theology;
- (e) to award fellowships, scholarships, bursaries, medals, prizes and other marks of academic achievement;
- (f) to enact by-laws for the conduct of its affairs provided such by-laws are approved by the Board;
- (g) to take disciplinary action against students and to dismiss students, but disciplinary action or dismissal shall be in accordance with the by-laws of the Senate and is subject to an appeal to the Board;
- (h) 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 (a) to (g), 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;
- (i) to do all things necessary for carrying out the powers and duties as set out in clauses (a) to (h).

11.—(1) The College has power to purchase or otherwise ^{Property} acquire, take or receive, by deed, gift, bequest or devise, and to hold, possess and enjoy, without licence in mortmain and without limitation as to the period of holding, any estate or property whatsoever, whether real or personal, and to sell, grant, convey, mortgage, lease or otherwise dispose of the same or any part thereof, or any interest therein from time to time as occasion may require, and to acquire other estate or property in addition thereto or in place thereof and to enter into and carry out agreements, contracts and undertakings incidental thereto.

(2) All property previously or hereafter granted, conveyed, ^{Idem} devised or bequeathed to the College or to the unincorporated college or to any person in trust for or for the benefit of the College or to the unincorporated college or of any faculty, school

or department thereof, or otherwise in connection therewith, subject to any trust or trusts affecting the same, shall be vested in the College.

- Dissolution (3) Upon the dissolution of the College and after the payment of all debts and liabilities, the remaining property of the College shall be distributed or disposed of to those churches that are deemed to be charitable organizations in Canada in such manner as Synod may direct.
- Non-profit corporation **12.** The College shall be carried on without the purpose of gain for the Governors or the churches and any profits or other accretions to the College shall be used in promoting its object and purpose.
- Application of R.S.O. 1980, cc. 65, 63 **13.** The *Charities Accounting Act* and the *Charitable Gifts Act* apply to the College.
- Commencement **14.** This Act comes into force on the day it receives Royal Assent.
- Short title **15.** The short title of this Act is the *Canadian Reformed Theological College Act, 1981*.

SCHEDULE

First Board of Governors of the Theological College of the Canadian Reformed Churches:

- Mr. Hessel Dantuma, Executive
- Rev. Jacob Geertsema, B.A., B.D., Clergyman
- Mr. Arie Hordyk, Real Estate Broker & Appraiser
- Mr. Clarence Loopstra, LL.B., Barrister
- Mr. John Medemblik, Executive
- Rev. Johannes Mulder, B.A., B.D., Clergyman
- Rev. Clarence Stam, B.A., B.D., Clergyman
- Rev. Dirk VanderBoom, M.Th., Clergyman
- Rev. Martin VanderWel, B.A., B.D., Clergyman
- Mr. Maas vanGrootheest, Executive
- Rev. James Visscher, B.A., B.D., Clergyman