

**SCHEDULE 43
UNIVERSITÉ DE L'ONTARIO FRANÇAIS ACT, 2017**

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Preamble

The French language is an historic and honoured language in Ontario. The establishment of a university with a mission to serve the French-speaking community will help to promote a strong, vibrant, inclusive Francophone culture that further enriches civic life in Ontario.

PART I DEFINITIONS

Definitions

1 In this Act,

“board” means the board of governors of the University; (“conseil”)

“Minister” means the Minister of Advanced Education and Skills Development or any other member of the Executive Council to whom responsibility for the administration of this Act is assigned or transferred under the *Executive Council Act*; (“ministre”)

“property” includes real and personal property; (“biens”)

“senate” means the senate of the University; (“sénat”)

“teaching staff” means professors, associate professors, assistant professors, lecturers, associates, instructors, tutors and all others employed to do the work of teaching or giving instruction and includes persons employed to do research at the University; (“corps professoral”)

“University” means the university established under section 2. (“Université”)

PART II ESTABLISHMENT

University established

2 (1) A university to be known as the Université de l’Ontario français is hereby established.

Corporation without share capital

(2) The University is a corporation without share capital and shall consist of the members of its board.

Conflicts

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

University name change

(4) The Minister may, by regulation and with the consent of the board, change the name of the University.

Special mission

3 It is the special mission of the University to offer a range of university degrees and education in French to promote the linguistic, cultural, economic and social well-being of its students and of Ontario’s French-speaking community.

Objects

4 The objects of the University are,

- (a) the pursuit of learning through scholarship, teaching and research within a spirit of free enquiry and expression;
- (b) the provision of French-language undergraduate and graduate university programs that are innovative and respond to the needs of students, the community and employers, and that advance the values of pluralism and inclusiveness; and
- (c) to support governance by and for the French-speaking community by conducting the affairs of the University in French.

Official language

5 (1) The official language of the university is French.

Proficiency in French

(2) The following persons shall each be proficient in French:

1. The president of the University.
2. The registrar of the University.
3. Every officer and employee of the University who reports directly to the president.
4. Every person appointed by the board to be the head of a faculty, school, institute or department of the University.
5. Every member of the board.
6. Every member of the senate.

Same

(3) The board may determine, by by-law, the standard of French proficiency required for the purposes of subsection (2).

University to provide services in French

(4) The University shall provide its services in French.

Exception

(5) Subsection (4) does not apply to the provision of a course or other academic service where the nature of the course or service requires the use of another language for its effective provision.

Powers

6 The University has all the powers necessary and incidental to its objects.

Certificates and diplomas

7 The University may award certificates and diplomas in arts, science and commerce.

Affiliation

8 The University may contract, affiliate or federate with other universities, colleges, research institutions and institutions of learning on such terms and for such periods of time as the board may determine.

**PART III
BOARD OF GOVERNORS**

Board of governors composition

9 (1) There shall be a board of governors of the University composed of the following members:

1. The following internal members:
 - i. The president of the University, who shall be a member by virtue of office.
 - ii. One person appointed by the president of the University from among the vice-presidents or other senior officers of the University.
 - iii. Three persons elected by the teaching staff from among themselves.
 - iv. Two students elected by the students of the University from among themselves.
 - v. Two persons elected by the non-teaching employees of the University from among themselves.
2. The following external members, who shall not be students, members of the teaching staff or non-teaching employees of the University:
 - i. The chancellor of the University, if one is appointed, who shall be a member by virtue of office.
 - ii. Three persons appointed by the Lieutenant Governor in Council.
 - iii. Nine other persons who shall be appointed by the board.

By-laws, elections and appointments

(2) The board shall by by-law determine,

- (a) the procedures to be followed in the election of members referred to in subparagraphs 1 iii, iv and v of subsection (1); and
- (b) the eligibility requirements for the election or appointment, as the case may be, to the board of members referred to in subparagraphs 1 iii, iv, v and 2 iii of subsection (1).

Limitation on board composition

(3) A majority of the members of the board shall be composed of external members referred to in paragraph 2 of subsection (1).

Board to conduct itself in French

(4) The board shall conduct its business in French.

Term of office

10 The term of office for a member of the board is the following:

1. For a member of the board who is a student, one year.
2. For a member of the board who is appointed by the Lieutenant Governor in Council, three years.

3. For any other elected or appointed member of the board, no more than three years, as determined by the by-laws of the board.

Loss of eligibility

11 (1) If, during his or her term of office, a member of the board elected or appointed under subparagraph 1 ii, iii, iv, v, 2 ii or iii of subsection 9 (1) ceases to be eligible for election or appointment to the board under that subparagraph, he or she ceases to be a member of the board.

Exception, student graduation

(2) Despite subsection (1), if a student member of the board graduates during his or her term of office, he or she may continue to sit as a member of the board for the remainder of the one-year term.

Re-election, reappointment

12 (1) Subject to subsection (2), a member of the board is eligible for reappointment or re-election.

Limitations

(2) The following limitations apply with respect to appointments or elections to the board:

1. A member who has served on the board in the capacity of chancellor of the University, president of the University or as an appointee of the president under subparagraph 1 ii of subsection 9 (1) is not eligible for subsequent appointment or election to the board.
2. A member may not be reappointed or re-elected to the board if he or she has already served as a member of the board, including as a member of the first board, for a total of six years.
3. A member may only be reappointed or re-elected to the board for a term that, in combination with the member's past service, including as a member of the first board, does not exceed a total of six years.

Exception

(3) Despite paragraphs 2 and 3 of subsection (2), a member may be appointed as president or chancellor of the University or as an appointee of the president under subparagraph 1 ii of subsection 9 (1) regardless of whether, as a result of such appointment, they will exceed six years of service on the board.

Vacancies

13 (1) A vacancy on the board occurs if,

- (a) a member resigns or ceases to be eligible for appointment or election to the board before the end of his or her term;
- (b) a member is incapable of continuing to act as a member and the board, by resolution, declares the membership to be vacated; or
- (c) the board, by resolution, declares a membership to be vacated for failure to attend sufficient meetings, as provided in the by-laws of the board.

Same

(2) If a vacancy occurs on the board, the vacancy shall be filled immediately in accordance with the same procedures that would apply had the outgoing member completed their full term.

Same

(3) The term of office for a member who fills a vacancy is the full term determined under section 10.

Quorum

14 At a meeting of the board, a quorum is constituted if,

- (a) a majority of the current members of the board are present at the meeting; and
- (b) a majority of members present at the meeting are external members referred to in paragraph 2 of subsection 9 (1).

Chair, vice-chair

15 (1) The board shall elect annually a chair and at least one vice-chair from among its members who are external members referred to in paragraph 2 of subsection 9 (1) and shall fill any vacancy in the office of chair or vice-chair from among such members.

Duties

(2) The chair shall preside over the meetings of the board and if the chair is unable to act or if the position is vacant, a vice-chair shall act in his or her place and, if both the chair and vice-chair are unable to act, the board may appoint a member who is an external member referred to in paragraph 2 of subsection 9 (1).

Standard of conduct

16 Every member of the board shall exercise the powers and carry out the duties of his or her office diligently, honestly, in good faith, in the best interests of the University and in accordance with any other criteria set out in the by-laws of the board.

Conflict of interest

17 (1) A member of the board or of a committee created by the board who has a conflict of interest, as defined in the board's by-laws or in any conflict of interest policies that the board may adopt, as the case may be, with a matter in which the University is concerned shall,

- (a) declare his or her interest as soon as possible and no later than at the first meeting at which the matter is to be considered; and
- (b) if required by the board's by-laws or policies, withdraw from the meeting during the discussion of the matter and not vote on the matter.

Exception, employee

(2) Despite subsection (1), a member of the board who is also a member of the teaching staff or a non-teaching employee of the University may take part in discussing and voting on issues concerning general conditions of employment for University employees, unless the discussion and voting deals with the circumstances of the particular employee as an isolated issue, separate and apart from consideration of other employees.

Exception, student

(3) Despite subsection (1), a member of the board who is also a student may take part in discussing and voting on issues concerning students generally, unless such discussion and voting deals with the circumstances of the particular student as an isolated issue, separate and apart from consideration of other students.

Powers and duties of board

18 (1) Except for matters specifically assigned to the senate under section 29, the board is responsible for governing and managing the affairs of the University and has the necessary powers to do so, including the power,

- (a) to determine the mission, vision and values of the University in a manner that is consistent with the special mission and objects of the University set out in sections 3 and 4;
- (b) to appoint and remove a chancellor;
- (c) to appoint and remove the president;
- (d) to establish faculties, schools, institutes and departments and appoint the heads thereof;
- (e) to appoint, promote, suspend and remove members of the teaching staff and non-teaching employees of the University, subject to subsection (2);
- (f) to fix the number, duties and salaries and other benefits of the teaching staff and of the non-teaching employees of the University;
- (g) to appoint committees and assign or delegate to them such duties and responsibilities as may be provided in the by-laws adopted by the board, including authorizing them to act on behalf of the board in the matters specified in the by-laws;
- (h) to approve the annual budget of the University and to monitor its implementation;
- (i) to establish and collect fees and charges for tuition and other services that may be offered by the University or that may be approved by the board on behalf of any organization or group of the University;
- (j) to regulate the conduct of students, staff and all persons who use the property of the University, including denying any person access to the property;
- (k) to define, for the purposes of the by-laws adopted by the board, the terms staff, manager, professor, associate professor, assistant professor, lecturer, associate, instructor and tutor;
- (l) to conclusively determine which body within the University has jurisdiction over any matter; and
- (m) to make by-laws, resolutions and rules for the conduct of its affairs.

Limitation

(2) The board shall not appoint, promote, suspend or remove a member of the teaching staff or a non-teaching employee of the University, except on the recommendation of the president of the University who shall be governed by the terms of any applicable commitments and practices of the University.

First board

- 19** (1) Despite sections 9 to 14, the Minister may, by regulation,
- (a) appoint the first board;
 - (b) appoint a person to fill any vacancy that arises in the first board;
 - (c) specify the terms of office for each member of the first board;
 - (d) specify the manner of transition between the first board and the board constituted under section 9; and
 - (e) determine any other matter in relation to the first board or the transition to the board constituted under section 9.

Same

- (2) In the event of a conflict between a regulation made under subsection (1) and this Act, the regulation prevails.

First senate

20 Until a senate is constituted in accordance with section 21 and conducts its first meeting, the board may exercise the powers of the senate, including the power to make senate by-laws.

**PART IV
SENATE**

Senate composition

21 (1) There shall be a senate of the University composed of not more than 40 members, including the following members:

1. The following persons who are members by virtue of their office:
 - i. The president of the University.
 - ii. The vice-president, academic of the University.
 - iii. The dean of each faculty.
 - iv. The registrar of the University.
2. Not less than two and not more than one-fifth of the total size of the senate, as set out in senate by-laws, elected by the students of the University from among themselves.
3. Such number of persons, as set out in senate by-laws, elected by the teaching staff from among themselves.
4. One person, other than the president or chancellor of the University, appointed by the board from among the board members.
5. Such other persons, other than the chancellor of the University, as may be determined by senate by-law.

By-laws, elections and appointments

- (2) The senate shall by by-law determine,
- (a) the procedures to be followed in the election of members of the senate;
 - (b) the eligibility requirements for the election or appointment, as the case may be, to the senate of members referred to in paragraphs 2, 3 and 5 of subsection (1);
 - (c) the number of persons to be appointed under paragraphs 2, 3 and 5 of subsection (1); and
 - (d) the constituencies for each of the groups referred to in paragraphs 2 and 3 of subsection (1).

Limitation on senate composition

(3) A majority of the members of the senate shall be composed of persons who are members pursuant to paragraphs 1 and 3 of subsection (1).

First meeting

(4) The senate shall not conduct its first meeting until the members referred to in paragraph 3 of subsection (1) have been elected.

Senate to conduct itself in French

(5) The senate shall conduct its business in French.

Senate election

22 The senate shall conduct the election of its elected members and shall determine any dispute as to the eligibility of a candidate at such election or as to a person's entitlement to vote at the election.

Term of office

23 The term of office for an elected or appointed member of the senate shall be,

- (a) not more than three years, as determined by the by-laws of the senate; or
- (b) if a by-law referred to in clause (a) is not made, one year.

Loss of eligibility

24 (1) If, during his or her term of office, a member of the senate elected or appointed under paragraph 2, 3, 4 or 5 of subsection 21 (1) ceases to be eligible for election or appointment to the senate under the same paragraph, he or she thereby ceases to be a member of the senate.

Exception, student graduation

(2) Despite subsection (1), if a student member of the senate graduates during his or her term of office, he or she may continue to sit as a member of the senate until the next anniversary of the day of his or her election.

Re-election, reappointment

25 (1) Subject to subsection (2), a member of the senate is eligible for re-election or reappointment.

Limitations

(2) The senate may, by by-law, establish any limitations with respect to the re-election or reappointment of a member of the senate.

Vacancies

26 (1) A vacancy on the senate occurs if,

- (a) a member resigns or ceases to be eligible for appointment or election to the senate before the end of his or her term;
- (b) a member is incapable to continue to act as a member and the senate, by resolution, declares the membership to be vacated; or
- (c) such circumstances as may be specified in a by-law of the senate exist.

Same

(2) If a vacancy occurs on the senate, the senate shall,

- (a) determine, in accordance with its by-laws, whether or not to fill the vacancy; and
- (b) if the vacancy is to be filled, fill the vacancy within the time period, and according to the procedures, provided in the by-laws of the senate.

Completion of term

(3) The person who fills a vacancy on the senate under subsection (2) shall hold office for the remainder of the term of the member he or she is replacing.

Chair, vice-chair

27 The president of the University shall be the chair of the senate, and the vice-president, academic of the University shall be the vice-chair, and if the chair or vice-chair is unable to act, another member of the senate, as determined by the by-laws, shall act temporarily in his or her place.

Quorum

28 At a meeting of the senate, a quorum is constituted if,

- (a) a majority of the current members of the senate are present at the meeting; and
- (b) a majority of members present at the meeting are members referred to in paragraphs 1 and 3 of subsection 21 (1).

Powers of senate

29 The senate has, subject to the approval of the board, with respect to the expenditure of funds, the power to determine and regulate the educational policy of the University and, without limiting the generality of the foregoing, has the power,

- (a) to make recommendations to the board with respect to the establishment, change or termination of programs and courses of study, schools, faculties, divisions and departments;
- (b) to make recommendations to the board with respect to terms in affiliation or federation agreements referred to in section 8 that relate to academic matters;
- (c) to determine the curricula of all programs and courses of study, the standards of admission to the University and continued registration therein, and the qualifications for degrees, diplomas and certificates of the University;

- (d) to conduct examinations, appoint examiners and decide all matters relating thereto;
- (e) to hear and determine appeals from the decisions of the faculty councils on examinations and on applications for admission;
- (f) to award fellowships, scholarships, bursaries, medals, prizes and other marks of academic achievement;
- (g) to authorize the chancellor, the vice-chancellor or such other person as may be determined by the senate, to confer degrees, honorary degrees, diplomas and certificates on behalf of the University;
- (h) to create councils and committees to exercise its powers; and
- (i) to make by-laws for the conduct of its affairs, including by-laws respecting the conduct of the election of its members.

PART V CHANCELLOR AND PRESIDENT

Chancellor

30 (1) The board may, in its discretion, decide to appoint a chancellor of the University.

Appointment committee

(2) If the board decides to appoint a chancellor, it shall establish an appointment committee to make recommendations as to the person to be appointed chancellor.

Same

(3) The appointment committee shall be composed of such members of the board and senate as may be determined by the by-laws of the board.

Appointment

(4) The board shall take into consideration the recommendation of the appointment committee when appointing a chancellor.

Term of office

(5) If appointed, the chancellor shall hold office for five years, or a shorter term as specified in the appointment.

Limitation on reappointment

(6) The chancellor may not serve more than two terms, whether or not they are served consecutively.

Vice-chancellor

(7) If a chancellor is appointed under subsection (1), the president shall be the vice-chancellor of the University.

Duties

(8) The chancellor is the titular head of the University and, when authorized by the senate to do so, shall confer all degrees, honorary degrees, certificates and diplomas on behalf of the University.

President

31 (1) There shall be a president of the University appointed by the board in such manner and for such term as the board shall determine.

Powers and duties

(2) The president is the chief executive officer of the University and has supervision over and direction of the academic and general administration of the University, its students, managers, teaching staff and non-teaching employees and such other powers and duties as may be conferred upon or assigned to him or her by the board.

PART VI ADMINISTRATION

Meetings open to public

32 (1) Subject to subsection (2), meetings of the board and of the senate shall be open to the public and prior notice of such meetings shall be given to the members and to the public in the manner provided in the by-laws of the board or senate.

Exclusion

(2) The board or the senate, as the case may be, may meet in the absence of the public to discuss a matter of a personal nature concerning an individual or to discuss a confidential matter as determined in accordance with the by-laws of the board or senate.

By-laws**By-laws in French**

33 (1) The by-laws of the board and senate shall be published in French.

By-laws available to public

(2) The by-laws of the board and of the senate shall be open to examination by members of the public during normal business hours.

Publication

(3) The board and the senate shall publish their by-laws on the website of the University.

Property

34 (1) The University may purchase or otherwise acquire, take by gift, devise or bequest and hold such property as the board considers necessary for the objects of the University and may mortgage, sell or otherwise dispose of the same as the board, in its absolute discretion, considers appropriate.

Exemption from taxation

(2) Land vested in the University and land and premises leased to and occupied by the University are exempt from provincial and municipal taxes and development charges, so long as the vested land or leased land and premises are actually used and occupied for the objects of the University.

Protection from expropriation

(3) Land vested in the University is not liable to be entered upon, used or taken by any person or corporation, and no power to expropriate land conferred after this Act comes into force shall extend to such land unless the statute conferring the power expressly provides otherwise.

Use of property

(4) The property and the revenue of the University shall be applied solely to achieving the objects of the University.

Investments

35 The funds of the University not immediately required for its purposes and the proceeds of all property that come into the hands of the board, subject to any trusts or conditions affecting them, may be invested and reinvested in such investments as the board, in its absolute discretion, considers appropriate and, except where a trust instrument otherwise directs, such funds may be combined with trust money belonging to various trusts in the care of the board into a common trust fund.

Borrowing

36 The University, if authorized by the by-laws of the board, may, on such terms and in such amounts as the board may approve,

- (a) borrow money and give security for money borrowed; and
- (b) issue or give bonds, debentures and obligations as security.

Audits and reports

37 (1) The board shall appoint one or more public accountants licensed under the *Public Accounting Act, 2004* to audit the accounts, trust funds and transactions of the University at least once a year.

Financial report

(2) The University shall make a financial report annually to the Minister in such form and containing such information as the Minister may require.

Other reports

(3) The University shall submit to the Minister such other reports as the Minister may require in such form and containing such information as the Minister may require.

**PART VII
AMENDMENTS, COMMENCEMENT AND SHORT TITLE**

Amendments to the Act

38 (1) **Subsection 2 (3) of the Act is amended by striking out “Corporations Act” and substituting “Not-for-Profit Corporations Act, 2010”.**

(2) **Section 7 of the Act is repealed and the following substituted:**

Degrees, etc.

7 The University may confer degrees and honorary degrees and award certificates and diplomas in arts, science and commerce.

(3) Section 7 of the Act is repealed and the following substituted:

Degrees, etc.

7 The University may confer degrees and honorary degrees and award certificates and diplomas in any and all branches of learning.

Commencement

39 (1) Subject to subsection (2), the Act set out in this Schedule comes into force on a day to be named by proclamation of the Lieutenant Governor.

(2) Subsection 38 (1) comes into force on the later of the day subsection 2 (3) comes into force and the day subsection 4 (1) of the *Not-for-Profit Corporations Act, 2010* comes into force.

Short title

40 The short title of the Act set out in this Schedule is the *Université de l'Ontario français Act, 2017*.