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**BOARD OF GOVERNORS**  
**GENERAL BYLAWS**

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SOUTHERN ALBERTA INSTITUTE OF TECHNOLOGY  
GENERAL BYLAWS**

**TABLE OF CONTENTS**

<b>Preamble</b>		<b>Page</b>
	Introduction .....	1
Article	1.0 Definitions.....	2
Article	2.0 Interpretation.....	5
Article	3.0 Duties and Obligations of Board and Members .....	6
Article	4.0 Duties of the Chair of the Board .....	8
Article	5.0 Vice Chair and Acting Chair .....	9
Article	6.0 Channel of Communication .....	10
Article	7.0 Preparation of MEETING Agenda .....	11
Article	8.0 Meetings.....	12
Article	9.0 Rules of Conduct for Members .....	17
Article	10.0 Voting Procedure .....	20
Article	11.0 Quorum.....	22
Article	12.0 Amendments to Bylaws.....	23
Article	13.0 Remuneration and Expenses of Board Members .....	24
Article	14.0 Terms of Office and Vacancy .....	25
Article	15.0 Protection from Liability.....	27
Article	16.0 Governance and Administration of the Institute .....	28
Article	17.0 Officers and Employees .....	29
Article	18.0 Delegation and Assignment of Powers and Duties .....	31
Article	19.0 Committees of the Board .....	32
Article	20.0 Banking, Investment and financial matters.....	34
Article	21.0 Financial Administration Act.....	35
Article	22.0 The Seal of the Institute.....	36

**INTRODUCTION:**

The Board of Governors of the Southern Alberta Institute of Technology was established under the authority of the *Technical Institutes Act*, R.S.A. 2000 c.7-3, as amended, of the Province of Alberta (O.C. 406/82, March 31, 1982), now repealed and replaced by the *Post-secondary Learning Act*, S.A. 2003, c. P-19.5 (proclaimed in force as of March 18, 2004), (the "Act").

This Bylaw has been prepared pursuant to the Act, which provides that the Board (as defined in Article 1.1 below) , as a board of a public post-secondary institute, is authorized to manage and operate the Institute in accordance with the Act and the Mandate (as defined in Article 1.1 below) and is further authorized to designate categories or individual employees as academic staff members after consulting with the Institute's academic staff association and other applicable bargaining agents.

ARTICLE 1.0 DEFINITIONS

1.1 In these Bylaws:

1.1.1 “**Act**” means the *Post-secondary Learning Act*, S.A. 2003, C.P. - 19.5;

1.1.2 “**Amendment**” has the meaning set forth in Article 12.1;

1.1.3 “**Audit Committee**” means a Standing Committee established by the Board to discharge such responsibilities as are set forth in the terms of reference for the Audit Committee approved by the Board from time to time;

1.1.4 “**Board**” means the Board of Governors of SAIT;

1.1.5 “**Bylaws**” means these Bylaws, as the same may be amended by the Board from time to time;

1.1.6 “**CFO**” means the chief financial officer of the Institute appointed by the Board pursuant to the *Act*;

1.1.7 “**Chair**” means the position of Chair of the Board, appointed pursuant to the *Act*;

1.1.8 “**Committee**” means a Standing Committee, Special Committee or other committee of the Board, the members of which are appointed by the Board;

1.1.9 “**Conflict of Interest**” means a situation where (A) a private interest or activity of a Member or a Committee member (i) competes or interferes with, or appears to compete or interfere with SAIT’s interests; (ii) influences, may influence or appears to influence the objective and impartial exercise by such Member or Committee member of their duties in SAIT’s best interests, or (B) a Member or a Committee member acts, or appears to be acting in furtherance of their self-interest by virtue of their position or through the carrying out of their duties, or engages in an activity, business or a situation otherwise referred to in Article 9.0 below;

1.1.10 “**Consent Agenda**” means an agenda of non-substantive or routine matters brought together before a Board meeting for approval in a single motion by a single resolution;

1.1.11 “**Corporate Seal**” means the corporate seal of SAIT;

1.1.12 “**Executive Committee**” means a Standing Committee established by the Board to discharge such responsibilities as are set forth in the terms of reference for the Executive Committee approved by the Board from time to time;

- 1.1.13 ““ATIA and POPA” collectively means the Access to Information Act (ATIA), SA 2024, cA-1.4 and the Protection of Privacy Act (POPA, SA 2024, cP-28.5
- 1.1.14 “**Guidelines**” means the *Guidelines for Board of Governors Members: An introduction to Board Governance of Alberta’s Post-secondary Institutions* issued on May 2, 2022, as the same may be amended or replaced from time to time;
- 1.1.15 “**Governance Committee**” means a Standing Committee established by the Board to discharge such responsibilities as are set forth in the terms of reference for the Governance Committee approved by the Board from time to time;
- 1.1.16 “**Institute Year**” means the academic year of the Institute, commencing and ending on such dates as the Board from time to time shall determine, subject to any applicable governmental requirements;
- 1.1.17 “**Investment Committee**” means a Standing Committee established by the Board to discharge such responsibilities as are set forth in the terms of reference for the Investment Committee approved by the Board from time to time;
- 1.1.18 “**Joint Board Executive Committee**” means a Standing Committee established by the Board to discharge such responsibilities as are set forth in the terms of reference for the Joint Board Executive Committee approved by the Board from time to time;
- 1.1.19 “**Lieutenant Governor-in-Council**” means the Alberta Lieutenant Governor-in-Council;
- 1.1.20 “**Mandate**” means the mandate of the Institute as approved by the Minister and set forth in the Investment Management Agreement entered into between the Board and the Minister pursuant to the Act;
- 1.1.21 “**Member**” means a member of the Board as appointed or referred to in the *Act*;
- 1.1.22 “**Minister**” means the Minister appointed from time to time by the Province of Alberta in charge of post-secondary education in the Province;
- 1.1.23 “**Officer**” means and includes the President, Vice-Presidents and any individual that is appointed by the Board as an officer of the institute pursuant to the *Act*;
- 1.1.24 “**Policies and Procedures**” means the policies of the Institute, and any procedures in relation to such policies, that are approved and revised by the Board from time to time;

- 1.1.25 “**President**” means the President and CEO of SAIT;
- 1.1.26 “**Public Member**” means a Member appointed by the Minister or the Lieutenant Governor in Council pursuant to the Act;
- 1.1.27 “**SAIT**” or “**Institute**” means the corporation established as the Board of Governors of the Southern Alberta Institute of Technology pursuant to the *Technical Institutes Act*, RSA 2000, c.T-3 (since repealed) and continued under the Act;
- 1.1.28 “**Secretary**” or “**Secretary of the Board**” means the Institute staff member appointed by the President and approved by the Chair from time to time as the individual responsible for taking Board and Committee meeting minutes and otherwise carrying out any duties of the Secretary specified in these Bylaws or as determined by the President and the Chair from time to time;
- 1.1.29 “**Senior Management**” means the Officers and other senior employees of SAIT, as designated by the Board or the President from time to time;
- 1.1.30 “**Special Committees**” means ad-hoc committees appointed by the Board with specific duties and responsibilities of a non-recurrent nature, whose powers will expire with the completion of the tasks assigned, and whose membership shall consist of a majority of Members and may include one or more persons who are not Members;
- 1.1.31 “**Standing Committees**” means committees appointed by the Board from time to time whose duties will normally be of a lengthy duration or a recurrent nature and whose membership shall consist of Members and such other individuals as are identified in the terms of reference for such committees approved by the Board. Standing Committees shall include, without limitation, the Executive Committee, the Audit Committee, the Investment Committee, the Joint Board Executive Committee and the Governance Committee;
- 1.1.32 “**Working Session**” shall mean an informal session of the Board or a Committee convened for the purpose of reviewing information and reports submitted to the Board and to familiarize Members or Committee members with matters that may come before the Board or such Committee at a meeting, as further detailed in Article 8.5.

**ARTICLE 2.0 INTERPRETATION**

- 2.1 In the event of conflict between these Bylaws or any Board resolution and the *Act* and any applicable laws, the *Act* and any applicable laws shall supersede and prevail.
- 2.2 When construing these Bylaws, reference shall be made to the *Act*. Capitalized words and terms used in these Bylaws that are not defined by these Bylaws shall have the meanings set forth in the *Act*, insofar as the context requires.
- 2.3 The division of these Bylaws into Articles and insertion of headings in these Bylaws are for convenience only and are not intended to interpret, define or limit the scope, extent or intent of these Bylaws. Unless specified otherwise, references to any Article are references to an Article of these Bylaws.
- 2.4 The invalidity or unenforceability of any provision of these Bylaws shall not affect the enforceability or validity of any other provisions of these Bylaws.
- 2.5 References herein to statutes shall include all regulations thereunder and all amendments thereto. Any references in this Bylaw to specific provisions of the Act or any other statutes are subject to revisions to accord with any amendments of such provisions of the Act or other statutes.
- 2.6 As used in these Bylaws:
- 2.6.1 an “in-camera” meeting of the Board, or an “in-camera” portion of such meeting, means a non-public meeting (or portion thereof) that is attended only by a Member and no other person may attend an “in-camera” meeting or an “in-camera” portion of a meeting except upon the express invitation of the Chair or the Committee chair, as applicable;
- 2.6.2 an “in-camera” meeting of a Committee, or an “in-camera” portion of such meeting, means a non-public meeting (or portion thereof) that is attended only by members of such Committee and no other person may attend an “in-camera” meeting or an “in-camera” portion of a meeting except upon the express invitation of the Committee chair; and
- 2.6.3 an “in-camera” Working Session of the Board or a Committee means a Working Session attended only by Members or Committee members, as applicable, and their invitees.

**ARTICLE 3.0 DUTIES AND OBLIGATIONS OF BOARD AND MEMBERS**

- 3.1 The Board shall manage and operate the Institute in accordance with its Mandate and the *Act*, provided that subject to the *Act*, the Board shall delegate the day to day supervisory, operational, management and administrative duties to the President who, in turn, may delegate any of his or her functions, including the power of sub-delegation, to Officers and employees of SAIT. Any such delegation is to a position and not to an individual.
- 3.2 The Board has the capacity and, subject to the *Act*, the rights, powers and privileges of a natural person, subject to the *Act*. The Board may adopt, Policies and Procedures in relation to its duties referred to in Article 3.1, and amend and replace such Policies and Procedures from time to time.
- 3.3 The Board shall determine and periodically review the Mandate and approve for submission to the Minister the courses or programs of instruction or training recommended by Senior Management in accordance with the *Act*.
- 3.4 Subject to the requirements set forth in Article 20.2, each fiscal year of the Institute, the Board shall prepare and approve, for submission to the Minister:

- 3.4.1 budgets, reports, plans and agreements, in accordance with the *Act*, as amended from time to time, including without limitation, the annual business plan and operating and capital plans and the annual budget, provided the budget shall not contain consolidated operating expenses that exceed consolidated operating revenues unless approved by the Minister; and
- 3.4.2 such other budgets, reports, plans and forecasts required by the Minister, in the form and manner determined by the Minister, in accordance with the *Act*, as amended from time to time.

Without limiting the generality of the foregoing provisions of this Article 3.4, the Board shall prepare and submit to the Minister such documents as are prescribed under the *Fiscal Planning and Transparency Act*, RSA 2015, c.F-14.7.

- 3.5 Every Member, in exercising the Member's powers and discharging the Member's duties, shall:
- 3.5.1 act honestly, loyally and in good faith with a view to the best interests of SAIT;
- 3.5.2 exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- 3.5.3 act in accordance with the best practices of good governance and maintain obligations of confidentiality and privacy as set forth in these Bylaws and in applicable Institute Policies and Procedures and in accordance with applicable laws.

3.6 Every Member shall:

- 3.6.1 become knowledgeable about, and conduct himself or herself in accordance with the responsibilities and expectations outlined in the *Act*, these Bylaws, the Guidelines, applicable laws and such Policies and Procedures as the Board from time to time may adopt;
- 3.6.2 become informed of Institute related and system-wide educational developments and issues;
- 3.6.3 prepare for and attend meetings of the Board and any Committee to which such Members are appointed;
- 3.6.4 serve on Standing Committees, Special Committees and any Working Sessions as determined by the Board from time to time; and
- 3.6.5 perform such additional activities as required under the *Act* and applicable laws or as are necessary and ancillary to Members' functions pursuant to the *Act* or the Bylaws, including such activities as the Board may specify and delegate.

All Members are part of and owe their duties to the Board and the Institute. Once a decision is made by the Board, it is the responsibility of the Members to support that decision.

- 3.7 In accordance with the *Alberta Public Agencies Governance Act*, RSA 2009, c. A-31.5, the Board shall have in place a Mandate and Roles Document, including rules concerning Conflicts of Interest, that is subject to the Minister's input or approval. The Board may delegate the drafting and amendment of such Mandate and Roles Document to a Committee of the Board, which upon such drafting or amendment shall refer the same to the Board for approval or ratification.

**ARTICLE 4.0 DUTIES OF THE CHAIR OF THE BOARD**

4.1 In addition to his or her obligations as a Member, the Chair shall:

- 4.1.1 preside over Board meetings in accordance with these Bylaws (including, without limitation, Article 9.1), the *Act* and any terms of reference respecting the Chair that may be approved by the Board from time to time;
- 4.1.2 subject to Article 6.5, act as the official spokesperson of the Board;
- 4.1.3 subject to Articles 12.4 and 18.4, serve as a signatory on behalf of the Board of all contracts and other legal instruments to which the Institute is a party or is legally bound, subject to any Policies and Procedures relating to signing authority approved from time to time by the Board;
- 4.1.4 represent the Board at official functions sponsored by the Board, and at functions at which the Board is to be formally represented, except as the Chair may determine otherwise;
- 4.1.5 serve as the liaison between the Board and the President;
- 4.1.6 upon the recommendation of the Executive Committee, appoint an acting President in case of the disability of the President to perform the duties of President, provided that such appointment shall be subject to the approval of the Board at the next meeting of the Board, and notice to the Minister upon such approval being granted;
- 4.1.7 assume such other duties and responsibilities as are assigned by these Bylaws or as are set forth in terms of reference respecting the Chair as referred to in Article 4.1.1; and
- 4.1.8 assume additional duties and responsibilities as circumstances and the needs of the Institute dictate.

**ARTICLE 5.0 VICE CHAIR AND ACTING CHAIR**

- 5.1 The Board, based on the recommendation of the Executive Committee, shall appoint one of its Public Members as Vice-Chair for the period designated by the Chair (which shall be no greater than such Public Member's term of office as a Member), such appointment to be subject to approval of the remaining Members.
- 5.2 In addition to his or her obligations as a Member, the Vice-Chair shall carry out all responsibilities of the Chair as set forth in Article 4.0 in the event of the absence or inability to act of the Chair.
- 5.3 In the event that both the Chair and Vice-Chair are absent or unable to act, the Members may elect among themselves a Public Member to act as the Acting Chair for a specific meeting or event.
- 5.4 An Acting Chair, in addition to his or her obligations as a Member, shall carry out all responsibilities of the Chair as set forth in Article 4.0 4.0 in the event of the absence or inability to act of the Chair and the Vice-Chair.

**ARTICLE 6.0 CHANNEL OF COMMUNICATION**

- 6.1 The official channel of communication to and from Senior Management, students of the Institute and, in certain instances, the Minister, on all matters for consideration by the Board shall be through the President, who shall bring such matters to the attention of the Chair for proposed inclusion in the agenda of the Board's next meeting. Notwithstanding the foregoing provisions of this Article 6.1, communications to and from the Board respecting allegations of misconduct or unethical conduct of the President shall be made through the Chair.
- 6.2 Any person may petition the Board on matters under its jurisdiction by submitting to the President a written brief which shall be considered, subject to Article 7.0, at the next regular meeting of the Board.
- 6.3 Subject to Articles 6.4 and 8.2.3, only Members may participate in the Board discussions at any meeting of the Board and, subject to Article 9.0, only members of a Committee shall participate in the Committee discussions of that Committee.
- 6.4 Any person or group, including a member of the public, wishing to make a presentation to the Board or participate in a discussion at a Board or Committee meeting, may submit a written request to the President. Such request shall include a statement of the reasons for the request and a summary of the contents of the proposed presentation. Upon receiving such written request, the President will inform the Chair of, if applicable the chair of the Committee, of such request. The Chair or the chair of the Committee, as the case may be, shall decide whether a person or group may make a presentation at a Board meeting or a Committee meeting and, if so, shall determine the time, date, place and length of such presentation.
- 6.5 Except as explicitly determined by the Board by way of a Board resolution, the Chair, on his or her absence, the Vice-Chair or the Acting Chair, is the only Member authorized to represent the Board to the public.
- 6.6 Members shall not intervene in day-to-day management, operational or administrative affairs of the Institute to the extent such matters do not constitute substantive matters affecting the overall financial well-being or reputation of the Institute. If day-to-day operational, administrative or managerial concerns are conveyed to any Member, it is the responsibility of that Member to convey those concerns to the President and/or the Chair.

**ARTICLE 7.0 PREPARATION OF MEETING AGENDA**

- 7.1 The preparation of the agenda for any meeting of the Board shall be the responsibility of the Chair in consultation with the President, and in accordance with the requirements of the *Act*.
- 7.2 An item to be considered by the Board, together with supporting material, shall be sent to the President by a Member or a Committee not less than 10 days prior to the date of the next ensuing applicable meeting; failing which any such item, unless determined otherwise by the Chair in consultation with the President, will be included in the agenda of the succeeding regular meeting.
- 7.3 The proposed agenda, with supporting materials, shall be delivered, mailed or sent by electronic mail by the President or the Secretary to the Members, when possible, within a reasonable period of time prior to the applicable meeting date. At the Chair's discretion, the agenda may also be posted on the Board website.
- 7.4 To ensure that the Board has sufficient time at its meetings to deal with substantive and material Institute issues, minor or non-controversial Board matters may appear for approval on the Consent Agenda and will be shared with the Board for information purposes only, unless a Member at or prior to the meeting requests that the Chair remove the item from the Consent Agenda and add it to the regular business of the meeting.
- 7.5 The meeting agenda, including the Consent Agenda, shall be subject to acceptance by the Members by majority resolution at the commencement of the applicable Board meeting, subject to the Board resolving to add to or delete items from the agenda or the Consent Agenda or to modify the same. During a meeting, the agenda may be modified by majority resolution of the Members. Meeting agendas of each Committee meeting shall be subject to acceptance by the majority of Committee members at the commencement of each meeting, subject to addition or deletion of items from the agenda by majority decision of the Committee members.
- 7.6 The agenda for every meeting of the Board or of a Committee shall include an item where any Member or, if applicable, Committee member, asks to declare a Conflict of Interest related to the business of the meeting.

**ARTICLE 8.0 MEETINGS**

**8.1 Rules of Order**

All meetings of the Board shall be conducted in accordance with *Robert's Rules of Order, Newly Revised*, unless and until the Board, by resolution, adopts a modified or other set of rules of order for its meetings.

**8.2 Regular Meetings**

8.2.1 Regular meetings of the Board for each Institute Year shall be held on days, at times, and at places established prior to the first meeting of the Board at the commencement of each Institute Year, provided always that the Chair may change any such meeting dates and times from time to time.

8.2.2 By the completion of the second regular meeting in any Institute Year, the Board shall have organized its schedule, established its Committees and planned its affairs for that Institute Year, provided any dates and times of meetings may be changed from time to time by determination of the Chair. All meetings shall be held at a location determined by the Board.

8.2.3 Subject to Article 8.4, in conducting meetings the Board shall strive for maximum openness and, subject to limitations of space, time and good conduct, all Board meetings shall be open to the public for observation. Except as determined by the Chair or as set forth Articles 6.2, 6.4, and in this Article 8.2.3, no member of the public, other than an Officer, consultant, professional advisor or contractor invited to attend a meeting by the Chair or by the President with the consent of the Chair, may participate in Board discussions or address the meeting of the Board.

8.2.4 No observer shall be permitted to address such meeting, except with the permission of the Chair in accordance with Article 6.4 and Article 8.2.3.

8.2.5 At the sole determination of the Chair of a meeting, a member of the public may be removed from a Board meeting for conduct that unduly disrupts or interferes with the business of the meeting.

**8.3 Special Meetings**

8.3.1 Special meetings of the Board shall be at the call of the Chair or upon the written request of at least 6 Members, provided the date, time and place of each meeting is conveyed to every Member at least 2 business days before the date of the meeting, unless at least 75% of the Members waive notice of the meeting. The provisions of Articles 8.2.3 to 8.2.5 inclusive apply to each special meeting of the Board.

#### 8.4 In-Camera Meetings

- 8.4.1 The Board may hold a meeting or portion thereof in-camera upon the determination by the Board that such in-camera meeting is appropriate and provided such determination is made in accordance with applicable laws, including without limitation the ATIA and POPA and subject to the ministerial regulations under the Access to Information Act (AR133/2025) and under the Protection of Privacy Act (AR143/2025) thereunder, as amended (respecting in camera meetings of local public bodies). Subjects intended for in-camera discussions, to the extent reasonably possible, shall be identified on the Board agenda and accepted by the Members for such treatment at the time of agenda approval.
- 8.4.2 All Committee meetings shall be held in-camera unless the Board or the Committee members determine otherwise, subject always to the ATIA and POPA and subject to the ministerial regulations under the Access to Information Act (AR133/2025) and under the Protection of Privacy Act (AR143/2025) thereunder, as amended. Except for matters delegated by the Board to each Committee pursuant to Article 18.1 and subject to the Terms of Reference of each Committee, all recommendations and deliberations of each Committee that require a determination or resolution to take effect shall be referred for determination or resolution to the Board in accordance with Article 8.7.3.
- 8.4.3 Items intended for in-camera Board meetings shall be explicitly identified on a separate Board agenda, which must be accepted by a resolution of the Members at the commencement of the in-camera meeting. Such agenda shall not be posted on the Board website or otherwise publicly disclosed.
- 8.4.4 Where a matter discussed in-camera by the Board requires a resolution of the Members, the resolution shall be reported in the minutes of the in-camera meeting. All minutes or in-camera meetings of the Board and of the Committees shall be kept separately and, subject to the *Act*, the ATIA and POPA Acts and other applicable laws, shall be made available for scrutiny only to the Members and to anyone who may be authorized by the Chair to see such minutes. Subject to maintaining the appropriate confidentiality measures, a report of the matters dealt with at an in-camera meeting may be included in the minutes of the next regular meeting of the Board and the contents of such report shall be determined by the Chair.

#### 8.5 Working Sessions

- 8.5.1 The Chair, upon at least 10 days prior written notice, may request that Members be present for a Working Session, which shall not be considered to be a meeting, but shall be an informal session for the purpose of reviewing information and reports submitted to the Board, and to familiarize Board members with matters that may come before the Board at a meeting, but the Board shall not formally debate or take any decisions or pass any resolutions in respect of any matter at a Working Session.

Working Sessions may be held by Committees upon such notice as each Committee respectively determines. Certain provisions expressly referring to Working Sessions also are contained in Article 19.0.

- 8.5.2 All deliberations at Working Sessions that result in the requirement of a resolution or determination shall be referred for such resolution or determination to the Board or the Committee, as applicable.
  - 8.5.3 No minutes are required to be kept with respect to Working Sessions.
  - 8.5.4 A Working Session may be held at any time.
  - 8.5.5 Working Sessions will be held in-camera unless the Board, by resolution, determines otherwise.
  - 8.5.6 A person who is not a member of the Board or member of a Committee may not attend a Working Session of the Board or such Committee, as the case may be, except with the approval of the Chair of the Board or, in respect of a Working Session of a Committee, the chair of the Committee.
- 8.6 Meetings by Telephone or Other Electronic Communications Facilities
- 8.6.1 Members of the Board or Committees may participate in and shall be deemed to be present at meetings that are carried out by telephone, video conferencing or other electronic communications facilities that permit all participants to speak and hear each other. In that circumstance, the Members (or members of the applicable Committee) present shall be counted to determine a quorum.
- 8.7 Record of Meetings
- 8.7.1 [Reserved]
  - 8.7.2 The minutes of all meetings of the Board shall record all motions made and their respective disposition and shall note all reports received. Minutes of in-camera Board meetings or portions of Board meetings that are held in-camera shall be kept separate from minutes of all other Board meetings.
  - 8.7.3 In addition to preparing the Board minutes, the Secretary shall prepare the minutes of Committee meetings or a summary of same that records any decisions, recommendations or resolutions to be brought to the Board for approval. All such Committee minutes or reports shall be confidential and disclosed only to the Board and applicable Committee members or as the Board otherwise may determine from time to time.
  - 8.7.4 Draft minutes of each Board or Committee meeting, as applicable, shall be distributed to the Members or Committee members (as

applicable) in the agenda package for the next regular Board or Committee meeting.

- 8.7.5 Minutes of a regular or special meeting of the Board or a Committee, as applicable, not held in-camera (as corrected, if necessary) shall be tabled for approval by the Board or a Committee, as applicable, at the next following regular meeting of the Board or a Committee, as applicable. Minutes of a meeting held in-camera shall be tabled for approval by the Board or a Committee, as applicable, during an in-camera portion of the next regular meeting or the next in-camera meeting.
- 8.7.6 Approved minutes of a regular or special meeting of the Board not held in-camera shall, subject to the provisions of the, ATIA and POPA Acts be available to the public online and at such other places as the Board from time to time shall determine.
- 8.7.7 Minutes of meetings of the Board shall be signed, as approved, by the Chair, (the Vice-Chair or the Acting Chair) and by the President or, if the President is not present at the meeting in question, by another Member who is present). Minutes of Committee meetings shall be signed by the Committee chair.
- 8.7.8 Minutes of Board and Committee meetings shall be made available to Members and, subject to the *Act* and the ATIA and POPA Acts, the Chair shall have the authority to determine what minutes of the Board or any of its Committees shall be made available to any member of the public making a request for such minutes, provided all confidential items and minutes of the Boards and Committees shall not be made available to the public, unless the Board otherwise determines. The Chair shall report all decisions made with respect to any request made by a Member or member of the public pursuant to this Article 8.7.8.

## 8.8 Confidentiality at In-Camera Meetings and Working Sessions

- 8.8.1 Any person attending an in-camera meeting or a Working Session is deemed to have undertaken to respect the confidentiality of the business transacted at the in-camera meeting or Working Session, and he or she will not, without the consent of the Board or Committee or as required by law, communicate to any third party in any manner whatsoever (other than to another attendee at such Board or Committee in-camera meeting or Working Session or as required by these Bylaws, the *Act*, the ATIA and POPA Acts or applicable laws), anything directly or indirectly relating to the subject matter of such in-camera meeting or Working Session, including but not limited to any information or report presented at such in-camera meeting or Working Session or any deliberations or resolutions passed at such in-camera meeting.

8.8.2 At the commencement of every in-camera meeting of the Board or a Committee, the Chair or chair of the Committee, as the case may be, before *any* business comes before the meeting, shall bring Article 8.8.1 to the attention of all present. Alternatively, reference to Article 8.8.1 shall be made in the Board agendas distributed to the Members or Committee members. A failure to comply with this Article 8.8.2 shall not affect the attendees' obligations under Article 8.8.1.

8.8.3 All invitees at an in-camera meeting shall be informed of the confidentiality requirements set forth in Article 8.8.1 and shall be considered by his or her attendance at such meeting to have consented to be bound by the provisions of that Article in the same manner as if he or she was a Member or a Committee member, as the case may be.

#### 8.9 Destruction of Documents

Members and members of Committees as well as invitees at in-camera Board meetings, Committee meetings and Working Sessions shall maintain the confidentiality of the proceedings of in-camera Board meetings and the proceedings of Committee meetings and Working Sessions, as the case may be, and shall ensure that all confidential materials made available to them for or in relation to such meetings or Working Sessions are kept confidential. Upon request by the Chair or the Committee chair, as applicable, at the termination of any such meetings or Working Sessions, those receiving such materials or copies thereof in a physical form, shall return them to the Secretary (or, in the case of Committee meetings and Working Sessions, shall return them to the individual taking the minutes of such meetings and Working Sessions for delivery, in turn, to the Secretary) and shall delete any such confidential materials that are in electronic form. Any hard copy materials shall be returned to the Secretary for his or her further handling as the Chair shall determine and in accordance with the ATIA and POPA Acts .

**ARTICLE 9.0 RULES OF CONDUCT FOR MEMBERS**

- 9.1 Subject to Article 5.3 and Article 8.1, the Chair shall preside over the conduct of Board meetings and:
- 9.1.1 shall maintain order and preserve decorum of the meeting;
  - 9.1.2 shall decide points of order without debate or comment other than to state the rule governing the same;
  - 9.1.3 shall determine which Member has a right to speak;
  - 9.1.4 shall ascertain that all Members who wish to speak on a motion have spoken thereon and that the Members are ready to vote;
  - 9.1.5 shall rule when a motion is out of order; and
  - 9.1.6 may call a Member to order.
- 9.2 Every Member who has a Conflict of Interest, shall declare in writing to the Secretary of the Board or the Chair, or request to have entered in the minutes of meetings of Members, the nature and extent of the Member's interest or conflict. In the event an individual Member does not declare a Conflict of Interest and another Member challenges the Member, the Chair shall call for a vote of the Board to be taken and the outcome shall be binding on all Members. In the event that the vote determines that the Member is in a Conflict of Interest or the Member declares that he or she has a Conflict of Interest, the Member may make a statement regarding his or her interest in the matter but shall refrain from the discussion of or voting on such matter and shall leave the meeting during the time that such matter is being discussed and shall not discuss the matter during the Board Meeting, unless invited to do so by resolution of the Board.
- 9.3 The disclosure required by Article 9.2 shall be made:
- 9.3.1 at a meeting at which the matter that is the subject of the Conflict of Interest is first considered or at which the Member becomes interested in the matter, whichever first occurs;
  - 9.3.2 if the Member becomes interested in a transaction or a contract after SAIT enters into such transaction or contract, at the first meeting thereafter, or
  - 9.3.3 if a person who is interested in a transaction or contract, subsequently becomes a Member, at the first meeting after he or she becomes a Member.
- 9.4 No Member shall vote on a matter in which the Member is in a Conflict of Interest; however, Members may vote on any resolution to approve a matter which relates:
- 9.4.1 primarily to the Member's remuneration as a Member;

- 9.4.2 primarily to the compensation paid by SAIT to the Member as an employee of SAIT or to a group of employees of SAIT to which such Member belongs; or
- 9.4.3 to indemnification or insurance of a Member.
- 9.5 Notwithstanding the remaining provisions of Article 9.0:
- 9.5.1 Members nominated by SAIT Students' Association (SAITSA) or SAIT's employee constituent groups (SAFA, AUPE) may discuss and vote on matters involving students, faculty and non-academic staff members;
- 9.5.2 a Member with a Conflict of Interest in relation to compensation or other contractual matters with SAIT and any of its employee compensation groups, shall not participate directly or indirectly in the formulation or development of strategy, tactics or practices on behalf of any of SAIT's employee associations or groups, and a Member with a Conflict of Interest shall not participate, directly or indirectly, on behalf of any such group in the presentation of a position to, or negotiations with SAIT, which respect to such matters; and
- 9.5.3 Members shall adhere to disclosure and reporting requirements under all applicable laws, including without limitation, pursuant to the *Conflicts of Interest Act*, R.S.A. 2000, c. C-23.
- 9.6 Where doubt exists as to whether a Member has an interest in a transaction or contract, or a proposed transaction or contract, or is otherwise in a Conflict of Interest, the Board, on the request of any Member, shall determine the question.
- 9.7 For the purposes of this Article 9.0, a general notice to the Secretary of the Board or the Chair by a Member disclosing that the Member is interested in, or is a director, officer, partner or associate of, or has a material interest or relationship with any person, company, corporation, partnership, venture or other entity, whether incorporated or not, that is interested in, any transaction or contract made or proposed to be made with SAIT, is a sufficient declaration of Conflict of Interest or interest in relation to any such transaction or contract.
- 9.8 A Member interested in a transaction or contract may be counted in a vote of the Board to determine the presence of a quorum at a meeting of Members at which such transaction or contract is presented for approval by the Board, if the Member discloses the Member's interest in accordance with the above provisions.
- 9.9 Without prejudice to, and in addition to the definition of Conflict of Interest contained in these Bylaws and any other references in these Bylaws to Conflict of Interest, Members shall avoid placing themselves in circumstances of potential Conflict of Interest and therefore shall not vote or participate in discussing matters affecting a private company in respect of which they, persons directed by or associated with them or immediate family members (e.g. spouse or adult partner, dependent children, siblings) are shareholders, directors or officers, or affecting a

public company in respect of which they or immediate family members own 2% or more of the voting interests or are directors or officers.

- 9.10 A contract between SAIT and any one or more third parties is not invalid by reason of the failure of a Member of the Board to observe the provisions of this Article 9.0.
- 9.11 In the event that a Member breaches his or her obligations pursuant to this Article 9.0, the provisions of Article 14.8 shall apply.
- 9.12 The provisions of Articles 9.2 to 9.11 inclusive shall apply to Members when acting as Committee members and to all meetings of any Committee as the context requires, *mutatis mutandis*.

**ARTICLE 10.0 VOTING PROCEDURE**

- 10.1 Each motion, unless otherwise provided in these Bylaws, including pursuant to Article 10.6, shall be decided by a majority vote of Members present, provided there is a quorum present at the meeting.
- 10.2 In case of an equality of votes, the Chair shall not have a second or casting vote, and the motion shall not be carried or adopted.
- 10.3 A motion may be presented to Members by electronic mail or by delivery of a hard copy of same.
- 10.4 On every motion, every Member present, unless otherwise prohibited from voting due to a Conflict of Interest, shall vote for or against or abstain from voting. Each voting Member shall have one vote.
- 10.5 Subject to the *Act*, any question at a meeting of Members shall be decided by a show of hands or a verbal affirmation of, rejection of, or abstaining from the resolution, unless a ballot thereon is required or demanded as hereinafter provided. Whenever a vote by show of hands or verbally shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.
- 10.6 On any motion proposed for consideration at a meeting of Members, and whether or not a show of hands or verbal vote has been taken thereon, the Chair may require a ballot (including a secret ballot) or any Member who is present and entitled to vote on a motion at the meeting may demand a ballot (including a secret ballot). A ballot so required or demanded shall be taken in such manner as the Chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each Member present and entitled to vote thereon shall be entitled to one vote, and the result of the ballot so taken shall be the decision of the Members upon the said motion.
- 10.7 Any Member may require a recorded vote on any motion and, in such case, the Secretary shall record in the minutes the name of each Member voting for or against the issue or abstaining on the motion.
- 10.8 No proxy votes shall be allowed.
- 10.9 A Board resolution in writing signed by all Members entitled to vote on such resolution is as valid as if it has been passed at a duly convened meeting of the Members. A resolution in writing may be signed in one or more counterparts, all of which together constitute one and the same resolution. A facsimile or PDF copy

of a signed counterpart, or a digitally signed counterpart, is as valid as an original signed counterpart.

**ARTICLE 11.0 QUORUM**

- 11.1 A majority of persons holding office from time to time as Members constitutes a quorum of the Board.
- 11.2 As long as there is a quorum of the Board,
- 11.2.1 the Board is deemed to be properly constituted notwithstanding that there are any vacancies on the Board; and
  - 11.2.2 any resolution or bylaw passed by a majority of the Members present at a duly convened meeting of the Board at which a quorum is present binds all the Members of the Board.
- 11.3 A quorum at any meeting of a Committee of the Board shall consist of the majority of the Committee members. The Chair and President are ex-officio members of all Committees, except in the case of the Executive Committee, but are not counted in establishing a Committee's quorum and have no voting rights. The Chair and the President shall be regular members of the Executive Committee, and shall be counted in establishing the Executive Committee's quorum and shall have voting rights at meetings thereof.
- 11.4 Persons other than Committee members who attend a Committee meeting as invitees in accordance with these Bylaws, are not entitled to vote and are not counted in establishing a Committee's quorum for the purpose of the meeting.
- 11.5 Subject to Article 10.9, no resolution of the Board is valid unless it is adopted at a duly constituted meeting of the Board at which a quorum is present at the time the resolution is passed.

**ARTICLE 12.0 AMENDMENTS TO BYLAWS**

- 12.1 These Bylaws shall not be amended, repealed or adopted (collectively an "**Amendment**") except after notice to Members has been given setting out the proposed Amendment(s) together with reasons therefor, and has been adopted in the manner set out in Article 12.3.
- 12.2 A written copy of any proposed Amendment shall be submitted to each Member in accordance with the process and timing adopted by the Board from time to time, subject to this Article 12.0.
- 12.3 Every Amendment shall have a reading at a meeting of the Board and shall be approved by the majority of the Board.
- 12.4 Bylaws and Amendments shall be signed, when passed, by the Chair and the President.

**ARTICLE 13.0 REMUNERATION AND EXPENSES OF BOARD MEMBERS**

- 13.1 Except for the President, Members may be entitled to honoraria for the performance of their duties as Members of the Board. The amount of honoraria shall be at the discretion of the Board.
- 13.2 Members shall be paid or reimbursed reasonable and appropriate travelling and living expenses when absent from their ordinary places of residence in the course of their duties as Members, at the rates prescribed by the Board as identified in the Institute's Expenses Policies and Procedures. Any disagreements in such matters shall be resolved by the Committee of the Board to which the Board has assigned such responsibility, failing which, by the Chair.

**ARTICLE 14.0 TERMS OF OFFICE AND VACANCY**

- 14.1 Subject to the Act and subject to Articles 14.5 and 14.8, a person appointed as a Member:
- 14.1.1 holds office for a term not exceeding 3 years as prescribed in the appointment, and
  - 14.1.2 continues to hold office after the expiry of the person's term of office until the person is reappointed, the person's successor is appointed or a period of 3 months has elapsed, whichever occurs first.
- 14.2 An appointed Member is eligible for reappointment for a second term of 3 years but not for a further term until a period of 3 years following the Member's second term has expired.
- 14.3 If a vacancy occurs on the Board, a person may be appointed as a Member of the Board to serve the balance of the unexpired term of office of the former Member:
- 14.3.1 by the Lieutenant Governor in Council, if the former Member was appointed by the Lieutenant Governor in Council, or
  - 14.3.2 by the Minister, if the former Member was appointed by the Minister.
- 14.4 When a Member is appointed under Article 14.3 to serve the balance of an unexpired term, that service is not considered a new term for the purposes of Article 14.1.2.

**Termination**

- 14.5 The term of office of a Member of the Board terminates when:
- 14.5.1 in the case of a person nominated by the academic staff association of SAIT, that person ceases to be an academic staff member at SAIT;
  - 14.5.2 in the case of a person nominated by the non-academic staff association of SAIT, that person ceases to be a member of the non-academic staff of SAIT;
  - 14.5.3 in the case of a person nominated by SAIT's Students Association, that person ceases to be a student at SAIT; or
  - 14.5.4 that person is no longer eligible to be a Member pursuant to the *Act*; or
  - 14.5.5 that person resigns, or the Minister or Lieutenant-Governor has removed such person as a Member, including pursuant to Article 14.8.
- 14.6 A Member may resign by sending written notice to the Chair and/or the Minister. The Member's appointment terminates on the effective date specified in the Member's resignation or, if no effective date is specified, on the date the Chair and/or the Minister receives the resignation.

- 14.7 If the Chair receives the Member's resignation pursuant to Article 14.6 or is deemed to have resigned pursuant to Article 14.9 or if a Member is no longer eligible to be a Member pursuant to Article 14.5.4, the Chair shall inform the Minister or Lieutenant-Governor who appointed the affected Member that a vacancy exists and request that a successor be appointed.
- 14.8 If the Board has reasonably determined that a Member, other than the President, has breached the approved standards of conduct for its Members (including but not restricted to wilful neglect or default or actions contrary to the Members' duties as set forth in these Bylaws, the *Act*, the ATIA and POPA Acts and applicable laws), the Board, by resolution, may request the Member's resignation and, in the event that the Member refuses to resign, the Board is empowered to request the Minister or Lieutenant-Governor responsible for appointing that Member to revoke the appointment of that Member.
- 14.9 If a Member of the Board, other than the President, is absent without the permission of the Chair from 3 consecutive meetings of the Board, such Member is deemed to have resigned and that Member's office immediately becomes vacant. If a member of a Committee is absent from 3 consecutive Committee meetings without the permission of the Chair, the Chair in consultation with the Board shall determine whether in the circumstances such Committee member is deemed to have resigned as a Committee member and/or as a Member, and the Chair shall notify the Members and Minister in accordance with Article 14.7.

**ARTICLE 15.0 PROTECTION FROM LIABILITY**

15.1 Except in respect of an action by or on behalf of SAIT to procure a judgment in its favour, SAIT shall indemnify present and past Members, Officers, SAIT employees and volunteers and Committee members from and against all actions, cause of action, losses, claims, demands, damages, liabilities, fines, penalties, costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which that person is made a party by reason of being or having been such Member, Officer, employee, volunteer or a member of a Committee, if:

15.1.1 that person acted honestly and in good faith with a view to the best interests of SAIT; and

15.1.2 in the case of criminal or administrative action or proceedings that is enforced by a monetary penalty, that person had reasonable grounds for believing that his/her conduct was lawful.

The Institute may maintain insurance for the benefit of any Member or Officer against liabilities or losses incurred by him or her as a Member or Officer.

15.2 Neither the Board, nor the Members, nor any Officer or SAIT employee is liable for any act or omission of a SAIT academic staff association or a SAIT student organization.

15.3 A Member is not personally liable for anything done by him or her as Board or Committee Members/members in good faith in the purported exercise of performance of the Board's or Committee's powers, duties and functions under the *Act* and these Bylaws.

15.4 Without limiting the generality of any provision of these Bylaws addressing the liability of Members or Officers, no Member or Officer is liable for the acts, omissions, negligence or misconduct of any other Member, Officer, employee or student of SAIT, or for any losses, claims, demands, damages, liabilities, fines, penalties, costs, charges and expenses arising through the insufficiency or deficiency of any property acquired by or for or on behalf of SAIT or for insufficiency or deficiency of any security in or upon which moneys of SAIT shall be placed or invested or for loss, conversion, misapplication or misappropriation of or damages resulting from dealings with moneys, securities or assets of SAIT or for losses or damages arising from the bankruptcy, insolvency or tortious acts of any person with whom the same are deposited or for any damages, losses or costs that may happen in the execution of his or her duties as a Member or Officer, provided such Member or Officer shall not be relieved from the duty to act in accordance with the *Act*, these Bylaws and applicable laws.

**ARTICLE 16.0 GOVERNANCE AND ADMINISTRATION OF THE INSTITUTE**

16.1 In determining the general policies of the organization, administration, operation and programs and courses of instruction of SAIT, the Board may (but is not obligated to):

16.1.1 consult with the SAIT Students' Association from time-to-time to make regulations in support of the SAIT Students' Association in carrying out obligations with respect to student conduct and discipline;

16.1.2 delegate matters of an instructional or professional nature to SAIT's Academic Council for recommendations or reports, to be presented through the President, to the Board;

16.1.3 consult with the affected groups on campus on matters relating to general governance and administration of the Institute; and

16.1.4 in accordance with Article 19.4, establish Special Committees to study and make recommendations to the Board on any matter under the Board's jurisdiction.

**ARTICLE 17.0 OFFICERS AND EMPLOYEES**

17.1 The Board shall appoint the President and:

17.1.1 shall prescribe the term of office of the President and the remuneration to be paid to the President, subject to applicable governmental directives or requirements;

17.1.2 the President has general supervision over and direction of the operation of SAIT and has those other powers, duties and functions that are delegated or assigned to the President by the Board from time to time; and

17.1.3 subject to the *Act*, the President may delegate in writing any of the President's powers, duties or functions as the President considers appropriate and may prescribe conditions governing the exercise or performance of any delegated power, duty or function, including the power of sub-delegation.

17.2 In accordance with the *Act*, the Board may appoint the number of Vice-Presidents for SAIT that the Board considers advisable. A Vice-President has the powers, duties and functions that are assigned to the Vice-President by the Board on the recommendation of the President.

17.3 In accordance with the *Act*, the Board may appoint any Officers and employees or other persons it considers necessary for the proper conduct of the affairs of SAIT, and may promote or dismiss the Officers and employees, and with regard to Officers and employees:

17.3.1 determine their remuneration,

17.3.2 prescribe their duties, and

17.3.3 prescribe the terms and conditions of employment or retention.

17.4 Pursuant to the designation referred to in Article 17.5.2 below and upon recommendations of the President, the Board may in respect of such individual employees:

17.4.1 determine their remuneration,

17.4.2 prescribe their duties, and

17.4.3 prescribe the term of employment and the terms and conditions of employment of such academic staff persons.

The provisions of this Article 17.4 shall be subject to any existing agreement between the Board, an academic staff association or with the Alberta Union of Provincial Employees pursuant to the *Act*.

17.5 In accordance with the *Act*, the Board, after consultation with SAIT's academic staff association, may undertake the following upon recommendation of the President after appropriate delegation to the President:

17.5.1 designate categories of employees as academic staff members;

17.5.2 designate individual employees as academic staff members; and

17.5.3 change a designation made under Article 17.5.1 or Article 17.5.2 above.

**ARTICLE 18.0 DELEGATION AND ASSIGNMENT OF POWERS AND DUTIES**

- 18.1 In addition to Board delegation to the President pursuant to Article 17.1.2 and Board delegation to its Committees in accordance with these Bylaws, pursuant to the *Act* the Board may delegate in writing to any person any power, duty or function conferred or imposed on it by the *Act*, except the power to make Bylaws.
- 18.2 The Board has the general and overriding power to enter into all contracts, documents or instruments in writing of whatever nature legally binding SAIT, subject to any limitations contained in the *Act* and applicable laws.
- 18.3 Unless restricted by Article 18.4 below or otherwise specifically restricted by resolution of the Board and subject to Article 4.1.3, all contracts, documents or instruments in writing requiring the signature of the Board may be executed on behalf of SAIT and the Board by the President or the delegate or delegates of the President, and all contracts, documents and instruments in writing so executed shall be binding upon the Board and upon SAIT without any further authorization or formality. The term "contracts, documents or instruments in writing" shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances and all paper writings that legally bind SAIT.
- 18.4 Notwithstanding the delegation of authority conferred upon the President or others pursuant to these Bylaws, the Board retains the residual power to enter into any SAIT contract, document or instrument of whatsoever nature, including without limitation, those:
- 18.4.1 having monetary or other values that exceed amounts or values determined by resolution of the Board from time to time;
  - 18.4.2 respecting the purchase, sale, acquisition, disposition, leasing or financing of real property;
  - 18.4.3 respecting the appointment of the President; or
  - 18.4.4 respecting collective agreements.

**ARTICLE 19.0 COMMITTEES OF THE BOARD**

- 19.1 The Board shall constitute the Audit Committee, the Executive Committee, the Governance Committee, the Joint Board Executive Committee and the Investment Committee, and may from time to time, constitute such other Standing Committees or Special Committees as it may determine to assist the Board in carrying out and performing its duties, and shall determine the Terms of Reference of each such Committee, provided that no Committee shall have the authority to bind the Board legally to any contract or other binding commitment, obligation or course of conduct, unless expressly authorized by resolution of the Board.
- 19.2 The Board constitutes that the Executive Committee membership shall consist of the Chair of the Board of Governors, acting as the Committee's Chair, the Vice Chair of the Board, Chair of the Audit Committee, Chair of the Investment Committee, Chair of the Governance Committee, Chair of the Joint Board Executive Committee, and the President and CEO.
- 19.3 The Board is deemed to ratify the appointment by the Executive Committee of the chairs and members of each of the Audit Committee, the Governance Committee, the Joint Board Executive Committee and the Investment Committee, and any other Standing Committee that may be constituted by the Board from time to time. All such appointments by the Executive Committee shall be deemed to be ratified by the Board, unless the Board shall otherwise determine. All appointments made pursuant to this Article 19.2 may be amended by the said appointing bodies from time to time in accordance with this Article.
- 19.4 The Board shall appoint as it deems appropriate from time to time the chair and members of each Special Committee, together with the Terms of Reference of such Special Committees. The chair of each Special Committee shall review with the members of same the applicable Terms of Reference at the first meeting of such Special Committee.
- 19.5 The President and Chair are ex-officio members of all Committees and may participate in Committee discussions but do not have voting rights and are not counted in establishing any Committee meeting quorum other than the Executive Committee, unless the President is an Executive Member of the Committee
- Any Members who are not members of a Committee, may attend a meeting of such Committee and participate in the discussions without a voting right upon the approval of that Committee, and such Members shall not be counted in establishing the quorum for such Committee meeting. Notwithstanding the foregoing, Members who are not members of the Executive Committee may only attend an Executive Committee meeting at the invitation of the Executive Committee.
- 19.6 The President shall designate, as required, appropriate SAIT personnel to act as resources to any Committee and provide input as applicable.

- 19.7 Subject to its Terms of Reference and these Bylaws, each Committee shall establish its own procedural rules, except if the Board prescribes procedural rules to be followed by such Committee. Each Committee chair shall conduct the respective meetings in accordance with the applicable Terms of Reference determined by the Board and shall report the resolutions passed or recommendations made at each meeting to the Board. If a Committee chair is absent from a meeting, the members of such Committee present at such meeting shall select among its members a temporary chair for that meeting.
- 19.8 Except as otherwise set forth in Article 8.0 and subject to the *Act* and the ATIA and POPA Acts, agenda items, minutes and any discussions at Committees shall be treated as confidential by those attending such Committees and the chair of each Committee shall ensure that any such minutes and agenda or other documents distributed or made available at such Committees shall be kept securely unless formally released as determined by that Committee and/or the Board and subject to Article 8.9.
- 19.9 The Board by resolution may dissolve any Committee at any time, subject to the *Act* and any applicable laws or Ministerial requirements.

**ARTICLE 20.0 BANKING, INVESTMENT AND FINANCIAL MATTERS**

20.1 The Board shall conduct all banking, investment and financial matters in compliance with the provisions of the Act. In the event of any conflict between the provisions of these Bylaws and the *Act*, the provisions of the Act shall prevail.

20.2 Investment Management Agreement

In accordance with and subject to the provisions of the *Act*, the Board shall enter into an Investment Management Agreement with the Minister that includes the Mandate, performance metrics and other matters determined from time to time by the Minister, in such format and by such date as the Minister determines.

20.3 Annual Business Plan

To satisfy the requirements of the *Fiscal Planning and Transparency Act*, RSA 2015, c. 14-7, the Board shall prepare and give to the Minister a business plan for each fiscal year in the form, at the time and containing information acceptable to the Minister, followed by the preparation by the Board for Ministerial approval of the budget and capital plan pursuant Article 3.4.

**ARTICLE 21.0 FINANCIAL ADMINISTRATION ACT**

The Board shall obtain the prior approval of the Minister for:

- (a) incorporation of a subsidiary corporation;
- (b) the acquisition of a subsidiary corporation either directly or indirectly through the acquisition of a majority of shares in the corporation; or
- (c) the dissolution of a subsidiary corporation,

prior to seeking the Lieutenant Governor-in-Council's approval under the *Financial Administration Act*, RSA 2000, c.F-12.

**ARTICLE 22.0 THE SEAL OF THE INSTITUTE**

- 22.1 The policy of the Board is to provide for the controlled use of SAIT's corporate seal (*Policy/Procedure AD.1.4 and AD.1.4.1*). The seal, an impression of which appears below, shall be the Corporate Seal of the Institute and shall be affixed to all documents of the Institute requiring its seal. The CFO and Vice President, Corporate Services is responsible for setting guidelines for the use of the SAIT corporate seal.
- 22.2 The departments authorized to hold the SAIT corporate seal(s), departments and employees responsible for maintaining a log as to the use of the corporate seal and for its safekeeping and Members and Officers authorized for affixing the Corporate Seal are laid out in (*Policy/Procedure AD.1.4 and AD.1.4.1*):
- 22.3 SAIT's Alberta government approved credentials may have the Corporate Seal imprinted by a printer on the original stock.
- 22.4 Official computer-produced transcripts may be sealed without the signature of an authorized signing Officer.
- 22.5 For those documents requiring the Corporate Seal with the signature of the applicable authorized signing Officer, it shall be an authorized signing Officer who applies the Corporate Seal to the document.
- 22.6 The affixing of the Corporate Seal shall be in accordance with SAIT's Corporate Seal Policy (*Policy/Procedure AD.1.4 and AD.1.4.1*), as the same may be revised from time to time.

**GENERAL BYLAWS**

**OF**

**BOARD OF GOVERNORS OF THE  
SOUTHERN ALBERTA INSTITUTE OF TECHNOLOGY**

Approved by the Board of Governors:

Date: \_\_\_\_\_

\_\_\_\_\_  
Name:  
Chair of the Board

\_\_\_\_\_  
Name:  
President and CEO

**GENERAL BYLAW**  
**OF**  
**THE BOARD OF GOVERNORS**  
**SOUTHERN ALBERTA INSTITUTE OF TECHNOLOGY**

**Record of amendments:**

- Approval and Implementation May 28, 1991
- Approval and Implementation December 17, 1996
- Approval and Implementation March 31, 1998
- Approval and Implementation May 30, 2000
- Approval and Implementation May 29, 2001
- Approval and Implementation October 1, 2002
- Approval and Implementation June 14, 2005
- Approval and Implementation March 28, 2006
- Approval and Implementation November 28, 2006
- Approval and Implementation November 21, 2019
- Approval and Implementation March 8, 2023
- Approval and Implementation May 29, 2024
- Approval and Implementation September 9, 2025