

Re-typed from photocopied documents Mar 22/06

1927

Chapter 80

An Act to Incorporate St Stephen's College

(Assented to April 2, 1927)

Preamble

Whereas Alberta College was incorporated by Ordinance No. 34 of West Territories for the year 1904, and the said Alberta College has carried on inter alia, the work of a theological college since 1910 under the authority of the Methodist Church of Canada; and

Whereas Robertson College was incorporated by Chapter 32 of the Statutes of the Province of Alberta for the year 1915 and was authorized by the said Act to carry on the work of a theological college under the authority of the Presbyterian Church of Canada, and the said college has carried on the work of a theological college since the said date; and

Whereas the basis of union of the said Methodist Church of Canada and the Presbyterian Church in Canada as set out in Schedule A to the United Church of Canada Act, being chapter 100 of the Statutes of Canada for the year 1924, provides that where two or more colleges are doing the same class of work in the same locality an amalgamation of such colleges shall be effected as soon as possible; and

Whereas the board of management of the said St Stephen's College appointed by the direction of the General Council of the United Church of Canada has petitioned the Legislature to incorporate a college as an amalgamation of Robertson College and the theological section of Alberta College under the name of St Stephen's College: and

Whereas it is expedient to comply with the said petition;

Therefore His Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Alberta, enacts as follows:

Board of
Management

1. The members of the board of management of the said St Stephen's College and all and every such other person or persons as shall in place of or in addition to the present members of the said boards of management according to the directions of the General Council of the United Church of Canada, from time to time, in that behalf, are hereby constituted and established a body politic and corporate under the name of "St Stephen's College," with perpetual succession an a common seal and with the powers vested by law in corporate bodies.

Powers

2. The said St Stephen's College shall have power under the said corporate name as fully and effectually, any law to the contrary notwithstanding, as any private person to hold all property now held by the said institution, or by any one or more persons in trust for the benefit of the said institution, or by any one or more persons in trust for the benefit, and to purchase, acquire, have, take, hold and enjoy, by gift, grant, conveyance, devise, bequest or otherwise to them and to their successors, any estate or property real or personal, and sell, exchange or otherwise dispose of the same and reinvest or otherwise dispose of the proceeds thereof, to and for the use of the said college, in trust for the promotion of theological learning and education (of youth) for (the holy) ministry under the authority and according to the principles and standards of the United Church of Canada, aforesaid;

Election of
board of
management

3. It shall be lawful for the General Council of the United Church of Canada, by resolution or by-law to that effect made in terms thereof specifically applicable thereto and recorded in the register of proceedings of the said General Council and remitted to the secretary of St Stephen's College to declare from time to time the method of election of the said board of management and to make such regulations as it may deem requisite with regard to the conduct of the said college and the exercise by the board of management of the powers hereby granted to it.

Power to
confer
honorary
degrees

4. The said college shall also have power to confer the honorary degrees of Doctor of Divinity upon ordained ministers and may make by-laws and regulations touching any matter of thing pertaining to the conditions on which said degree may be conferred and section 4 of the said Act incorporating Robertson College is hereby repealed, and the section 9 (a) of the said ordinance incorporating Alberta College is hereby repealed.

Execution
of
instruments

5. All instruments to be executed by the corporation shall be attested by the seal of the said corporation and signed by the chairman and secretary of the board of management or in the absence of such officers or either of them, by such person or persons as the board of management shall direct.

Property
vested in
St Stephen's
College

6. All the property, real and personal, of any kind whatsoever now or heretofore vested in Robertson College or in the name of any person or persons for or on behalf of Robertson College shall, subject to any trust affecting the same, be vested in St Stephen's College, saving and excepting thereout such portion or portions, if any of the said property as shall by the order or direction of the Commission appointed in accordance with the provisions of the said United Church of Canada Act, being chapter 100 of the Statutes of Canada for the year 1924, be otherwise allocated.

7. The portion of the property heretofore belonging to Alberta College which is more particularly set out in schedule A to this Act shall, subject to any trust affecting the same, be vested in St Stephen's College.

Vesting of
trust
property

8. All property which has been or hereafter shall be granted, conveyed, devised or bequeathed to any person in trust for or for the benefit of St Stephen's College or otherwise in connection therewith, subject always to the trust affecting the same, is hereby vested in the corporation, and upon presentation to the proper Registrar of Land Titles of any instrument setting forth the fact of the trust and the purpose of vesting the lands affected in the corporation, as hereby created, such Registrar shall forthwith cancel the existing Certificate of Title and issue a new Certificate of Title to the Corporation.

Power to
borrow
money, etc.

9. The said St Stephen's College shall have and is hereby given full power and authority to borrow such sum or sums of money from time to time as may be necessary for its purposes either with or without security and shall have power and authority to mortgage or pledge any or all of its land, tenements or hereditaments or any other of its property to secure the moneys so borrowed or to secure any part of the purchase of any of such land, tenements or hereditaments.

Quorum

10. For ordinary business seven members shall constitute a quorum of the board of management.

Chairman

11. The board shall elect one of its number to preside as chairman over all meetings.

Executive
Committee

12. The board of management shall have power to appoint an executive committee, of which the principal or principals of the college shall be a member or members, to which it may assign such business as it deems necessary or expedient.

Senate

13. There shall be a senate composed of the faculty of the college and such other members as shall be appointed by the General Council of the United Church, and the senate shall have power and authority to direct the studies, lectures and examinations of the students and shall have the management and supervision of such affairs of the college as shall from time to time be assigned it by the board of management.

Enrolment
of
graduates

14. All graduates in theology of Alberta College and of Robertson College who so desire shall be enrolled as graduates of St Stephen's College.

15. This Act shall come into force on the day upon which it is assented to.

Schedule "A"

1. Leasehold interest and all other interest of Alberta College in Lot "A" in the City of Edmonton, in the Province of Alberta, as shown on Plan 3190 A.K. of a subdivision of part of River Lot Five (5) of the Edmonton Settlement, of record in the Land Titles Office for the North Alberta Land Registration District and the buildings situate thereon and the contents thereof.

2. Lots Twenty-two (22) and Twenty Three (23) in Block One Hundred and Seventy-seven (177) in River Lot Seven (7) according to a plan of part of the City of Edmonton known as Garneau, of record in the Land Titles Office for the North Alberta Land Registration District as Plan 4000 R.

BILL Pr. 6

1968

An Act to amend an Act to Incorporate St Stephen's College

(Assented to _____, 1968)

Preamble WHEREAS the Board of Governors of St Stephen's College has petitioned for an Act to amend its Act of Incorporation as hereinafter set forth, and it is expedient to grant the prayer of the said petition;

THEREFORE, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Alberta, enacts as follows:

1927, c. 80;
amends s. 2

1. An Act to Incorporate St Stephen's College, being Chapter 80 of the Statutes of Alberta, 1927 is hereby amended as to section 2 by striking out the words "of youth for the holy ministry" where the same occur therein.

Amends s. 4

2. The Act is further amended as to section 4 by striking out the words "the honorary degrees of Doctor of Divinity upon ordained ministers and may make by-laws and regulations touching any matter or thing pertaining to the conditions on which the said degree may be conferred" and by substituting therefore the words "degrees in theology and honorary degrees, and may make by-laws and regulations touching any matter or thing pertaining to the conditions on which the said degrees may be conferred".

Amends s. 13

3. The said Act is further amended as to section 13,
- a) by renumbering section as subsection (1);
 - b) by striking out of subsection (1) the words "and the senate shall have power and authority to direct the studies, lectures and examinations of the students and shall have the management and supervision of such affairs of the college as shall from time to time be assigned it by the board of management";
 - c) by adding after the renumbered subsection (1) the following subsection:
 - (2) The senate shall have power and authority to
 - a) direct the studies, lectures and examinations of the students;
 - b) provide for the granting and conferring of degrees in theology upon those who have completed the studies prescribed by the senate;
 - c) provide for the granting and conferring of the honorary degree of Doctor of Divinity upon such persons as the senate may select; and
 - d) manage and supervise such affairs of the college as shall from time to time be assigned to it by the board of management.

Coming into
force

4. This Act comes into force on the day upon which it is assented to.

Explanatory Notes

1. Section 2 presently reads:

2. The said St Stephen's College shall have power under the said corporate name as fully and effectually, any law to the contrary notwithstanding, as any private person, to hold all property now held by the said institution, or by any one or more persons in trust for the benefit of the said institution and to purchase, acquire, have, take, hold and enjoy, by gift, grant, conveyance, devise, bequest or otherwise to them and to their successors, any estate or property real or personal, and sell, exchange or otherwise dispose of the same and reinvest or otherwise dispose of the proceeds thereof, to and for the use of the said college, in trust for the promotion of theological learning and education of youth for the holy ministry under the authority and according to the principles and standards of the United Church of Canada, aforesaid.

2. Section 4 presently reads:

4. The said college shall also have power to confer the honorary degrees of Doctor of Divinity upon ordained ministers and may make by-laws and regulations touching any matter or thing pertaining to the conditions on which said degree may be conferred, and section 4 of the said Act Incorporating Robertson College is hereby repealed and section 9 (a) of the said ordinance incorporating Alberta College is hereby repealed.

3. Section 13 presently reads:

13. There shall be a senate composed of the faculty of the college and such other members as shall be appointed by the General Council of the United Church, and the senate shall have power and authority to direct the studies, lectures and examinations of the students and shall have the management and supervision of such affairs of the college as shall from time to time be assigned it by the board of management.

**ST STEPHEN'S COLLEGE
EDMONTON, ALBERTA**

BY-LAWS

[Approved 10 July 2006]

These by-laws are drawn under the authority of 'An Act to Incorporate St Stephen's College', an Act of the Legislature of the Province of Alberta of 2 April 1927; 'An Act to Amend an Act to Incorporate St Stephen's College' of 1968; and by action of The United Church of Canada 20 November 2006.

I PURPOSE AND OBJECTS OF ST STEPHEN'S COLLEGE

The *Purpose* of St Stephen's College (hereinafter The College) is to maintain and conduct an academic institution specializing in theological education which offers for-credit degree, diploma and certificate programs and not-for-credit educational opportunities for the wider community.

As a theological College which stands within the Christian tradition but which is both ecumenical and interfaith, we believe that study and integration in all areas and for all persons is fundamental and necessary both for individual transformation and for the shaping of the society in which we live. Therefore, to achieve the *Purpose*, the *Objects* of St Stephen's College are:

- to serve as a centre for theological inquiry which is situated within a network of partnerships local, national and international; and which seeks to discern new ways of doing theological education which is both rigorous and creative;
- to foster a college community which nourishes and encourages the personal and spiritual formation of seekers of all faith traditions;
- and, thereby, to equip the members of our communities to exercise their own unique ministries in a continuously changing world.

II BOARD OF GOVERNORS

1) Function of The Board

A Board of Governors (hereinafter The Board) shall be created to provide for the proper management and administration of The College in accordance with the requirements of the legislative Act.

In fulfilment of this function The Board shall have the power to enter into agreements and working relationships with other theological institutions, and other associations, organizations or bodies with Purpose and Objects in sympathy with those of The College.

The Board shall appoint a named Principal who shall be responsible to The Board, and such supporting teaching faculty and administrative staff as are required to carry out the Purpose and Objects of The College and shall determine their duties, remuneration and working conditions.

The Board shall appoint such committees or sub-committees (standing or temporary) for any purpose required to accomplish the objectives of The College and shall define their terms of office and terms of reference.

The Board shall ensure that all actions are taken with due regard for *The Manual* of The United Church of Canada and the laws of the Province of Alberta and Canada.

2) Meetings of The Board

- (a) The Board shall meet a minimum of four times each year at the call of the Chair, and additionally at the call of the Chair as often as is deemed necessary.
- (b) The Board shall convene an annual meeting at least once in each calendar year at which it will report on the activities of the year and provide audited financial statements.
- (c) Special meetings of The Board shall be called upon the written request of three members of The Board specifying the reason for the requested special meeting.
- (d) Notice of all meetings of The Board shall be given to members by mail, telephone or e-mail at least five (5) clear calendar days before the meeting and it shall not be mandatory that such notice specify the business to be conducted at the meeting, save in those instances specified herein.
- (e) A quorum shall consist of two-thirds of the active members of The Board.
- (f) All questions shall be decided by the majority of those present at Board meetings. The Chair of The Board shall have the same voting rights as any other member and an equality of votes cast will be deemed negative.

3) Membership of The Board

The Board shall consist of Active Members and Corresponding Members.

- (a) The Active Board shall consist of a minimum of ten (10) persons and a maximum of fifteen (15) persons
- (b) The Active Members of The Board shall include:
 - The Officers of The Board
 - The Chair of Academic Senate
 - The following members who shall serve as Chair of the respective committees:
 - Finance and Administration
 - Personnel
 - Communications
 - Up to five (5) members-at-large with skills or knowledge appropriate to Board responsibilities
 - The Principal, who shall be a non-voting member of The Board during her/his tenure of office
 - One Staff representative
 - One Faculty representative
 - One Student representative
- (c) Corresponding Members: It is a requirement that a member from the 'Faith Formation and Education Unit' of the General Council of The United Church of Canada be a Corresponding Member of The Board. One representative will be requested from the Alberta and Northwest Conference of The United Church of Canada. Corresponding Members may also be requested from appropriate institutions, organizations, or church bodies.
- (d) The Board shall establish a policy concerning revocation of the appointment of any Board or committee member for cause. Such policy may only be revised at a meeting of The Board of which due notice of the motion to be considered is given to all members of The Board and at which not less than two-thirds of the membership of The Board is in attendance.

4) Officers of The Board

- (a) The Board shall appoint a Chair, Vice-Chair and Secretary, each of whom shall hold office for a two-year term, renewable.
 - A Recording Secretary who is not a member of The Board may be appointed to attend meetings and take minutes. This position reports to the Secretary.
- (b) The Chair, or in her/his absence the Vice-Chair, shall preside at all meetings of The Board and have general oversight of the business of The Board. The Chair shall be a member ex-officio of all committees.

5) Executive Committee

Between meetings of The Board, an Executive Committee consisting of the Chair, the Vice-Chair, the Secretary, the Principal (ex officio), and the Chairs of Academic Senate and of the Finance and Administration Committee is authorized to act on The Board's behalf, subject to reporting on actions taken at the next regular Board meeting. This committee shall meet at the call of the Chair. A quorum is one hundred (100) per cent of the membership of the Executive Committee.

6) Board Appointments and Terms of Office

- (a) The United Church of Canada shall approve all appointments to The Board.
- (b) Appointments shall be for a three-year term, renewable once. In the first year of appointment one third will be appointed for a one-year term, one third for two-year term, and one third for a three-year term excepting those who are elected who shall be annually appointed. Thereafter all are subject to three-year term eligibility.
- (c) Terms of office shall begin on the first day of July of the year of appointment.
- (d) The Board shall have the power to replace any Board or committee member who for any reason is unable to continue for the balance of the tenure of said member.
- (e) Any member may resign from office in writing to The Board, said resignation to take effect as The Board determines.

7) Committees of The Board

- (a) Standing Committees: The Board shall establish continuing standing committees including an Academic Senate, Finance and Administration, Personnel, Communications, and Nominating Committees, and shall determine their terms of reference, membership and terms of office.
- (b) Special and Temporary Committees: The Board may, at its discretion, establish such special, temporary or sub-committee structures as it considers necessary to carry forward the work of The College, shall define their terms of reference, membership, and tenure.
- (c) The Academic Senate is authorized to establish specialized Program Committees, define their membership, define their terms of reference and evaluate their annual performance and shall regularly report to The Board in this respect.
- (d) Minutes shall be kept of official meetings of committees and copies placed on file in The College office.

8) Finance and Administration

- (a) Financial Transactions: The Board shall ensure that proper records of account are kept in respect to all financial transactions, that accounts are audited by qualified external auditors at least annually, and that financial reports are submitted to The Board annually and as The Board shall require.
- (b) The Board shall require that all monies, securities, and property under the control of The College are properly secured and insured, and fully and properly maintained.
- (c) The Board shall secure insurance following best business practice, e.g. directors' insurance, professional liability insurance, etc.
- (d) The Board shall specifically authorize those persons permitted to serve as signatories to financial or other instruments on The College's behalf.
- (e) The Board shall ensure that an annual audit report is prepared, reviewed and approved, and presented to the annual meeting of The College.
- (f) The fiscal year of The College shall be the twelve-month period beginning July 1st of each year.

9) By-Law Revisions

The Board may, at any general or special meeting, enact all necessary by-laws not contrary to law or to the provisions of the St Stephen's College Act (1927) or any amendments thereto, provided that due notice of intent to revise the by-laws is given in the notice of meeting. Such by-laws or by-law amendments may be added, amendments made, or repealed or others substituted by majority vote of The Board members present at those meetings.

**ST STEPHEN'S COLLEGE
EDMONTON, ALBERTA**

COMMITTEES
[Approved 10 July 2006]

GENERAL CONSIDERATIONS

- (a) All committees are appointed by the Board of Governors and shall report to the Board as required.
- (b) All committee terms of reference, duties, and responsibilities shall be approved by the Board.
- (c) Minutes shall be kept of all meetings and a copy filed in the appropriate office of The College.
- (d) Committees shall be empowered to authorize expenditures within a budget allocation approved by the Board. No committee shall exceed an approved budgeted expenditure(s) without specific authorization of the Board.
- (e) Each committee shall appoint a Chair and Secretary from within its membership.
- (f) Committee appointments may be for up to three years at the discretion of the Board, and may be renewable.
- (g) Committee members may resign in writing to the Board.

COLLEGE COMMITTEES

Academic Senate

The Academic Senate of St Stephen's College shall be responsible for all matters pertaining to the programs of The College, including Program Committees and program content and shall be the final authority for the granting of degrees (earned and honorary) and certificates or other recognition for achievement. The Senate shall be accountable to the Board of Governors for the maintenance of the quality of instruction and the assessment thereof as may be required.

The Academic Senate shall be responsible for recommending to the Board of Governors programs appropriate to the mandate of The College, defining terms of office, mandate and membership of oversight committees related to specific programs. Each *Program Committee* so determined is responsible to the Academic Senate.

In pursuance of its duties the Senate may authorize a *Faculty Council*, consisting of faculty members and any appropriate administrative staff members, to make recommendations concerning matters affecting issues within their competence, and shall determine its terms of reference, mandate and tenure.

The Academic Senate shall appoint an *Honorary Degrees Committee* to identify suitable recipients for non-earned degrees as authorized from time to time by the Board of Governors under a College policy, and shall recommend to the Senate candidates for appointment as Chancellor of The College who meet approved criteria. Faculty members and staff shall not be eligible for voting membership on the Committee. Faculty, Staff, Board or Committee members shall be ineligible for any award while so serving.

The Academic Senate shall meet a minimum of once in each quarter. Minutes shall be kept of all decisions. The Chair and membership of Senate shall be appointed by the Board of Governors, which shall define tenure, duties and responsibilities. Members of Senate may make recommendations of persons suitable to serve. The Chair of Senate shall be a member of the Board of Governors.

Membership of Senate shall be limited to 20 persons. The Alberta and Northwest Conference of The United Church of Canada and The University of Alberta shall be represented by one member of Senate each. The Chancellor and the Principal and Dean of The College shall be members, *ex officio*.

Finance and Administration

The Finance and Administration Committee shall be responsible for all matters related to financing of The College and the operation of its physical facilities.

The Committee shall oversee the financial records of The College, ensuring regular reports to the Board as required and the provision of an annual audit of College accounts by a qualified external auditor. It shall recommend an annual budget to the Board of Governors for approval.

The Committee shall prepare an overall budget for The College for presentation to the Board for final approval and shall provide such regular reports as the Board may require.

The Committee shall appoint such sub-committees as may be required to efficiently operate the facilities, provide for proper working conditions for staff, and secure necessary financial resources for The College. It shall have power and authority to invest all funds under the control of The College in accordance with policies established by the Board of Governors.

The Committee may advise such contractual agreements as may be required to operate and maintain College facilities, including its buildings and parking facilities, as approved by the Board of Governors. The Committee shall be responsible for the proper upkeep, maintenance and operation of the physical facilities and equipment of the College.

Tenure, terms of reference, and membership of the Committee shall be determined by the Board of Governors.

The Committee shall appoint an *Institutional Advancement Sub-Committee* to plan and conduct financial campaigns and promote awareness of The College amongst its constituents, donors, and potential donors.

Personnel

The Personnel Committee is responsible to review regularly the personnel policies of The College. It is charged with the oversight of policies that provide efficient working conditions for all staff and fair and equitable rates of remuneration.

The Committee shall maintain regular communication with all faculty and staff to ensure that personnel concerns are attended to and acted upon in a timely and efficient manner.

The terms of reference, tenure and membership of the Committee shall be determined by the Board of Governors. The Chair of the Committee shall be a member of the Board of Governors.

Communications

The Communications Committee shall be responsible for the public communications of The College including media information, regular communication with constituent organizations, and supporters of The College.

The terms of reference, tenure and membership of the Committee shall be determined by the Board of Governors.

Nominating

The Board shall appoint a Nominating Committee of two or more persons for the purpose of identifying and nominating suitable qualified persons for appointment to the Board or to its Committees.