



**CÉGEP HERITAGE COLLEGE  
BYLAW #1**

**CONCERNING THE GENERAL ADMINISTRATION OF THE  
COLLEGE**

**COMING INTO FORCE:** August 15, 1988

**REVISED:** June 18, 2019  
May 31, 2023  
June 19, 2024  
May 27, 2026

**ADMINISTRATOR:** Director General

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**CÉGEP Heritage College Bylaw #1  
Concerning the General Administration of the College**

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# CÉGEP Heritage College Bylaw #1

## Concerning the General Administration of the College

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### Preamble

In accordance with the *General and Vocational Colleges Act (CQLR, c. C-29)* and related *Regulations*, the present Bylaw defines the internal governance of CÉGEP Heritage College, which includes, but is not limited to:

- the composition, the jurisdiction, the procedures for the election, appointment, or nomination of members, and the rules of operation governing the Board of Governors;
- the composition, the jurisdiction the procedures for the election, and the rules of operation governing the Executive Committee;
- the composition, the jurisdiction, the procedures for the election, and the rules of operation governing the Academic Senate;
- the composition, the jurisdiction, the procedures for the election, and the rules of operation governing Board sub-committees;
- the jurisdiction of the Officers of the College.

### Interpretation

In the present Bylaw, the use of gender-neutral language is used solely for the purpose of simplifying the text and by no means is intended as discriminatory. The singular shall include the plural and the plural the singular in each case as the context may require.

## ARTICLE 1

### General Provisions

#### 1.1 Definitions

In all bylaws of the College, the following expressions mean:

<b>Act:</b>	<i>General and Vocational Colleges Act (CQLR, c. C-29)</i> and <i>Regulations</i> .
<b>Board:</b>	Board of Governors of CÉGEP Heritage College.
<b>College:</b>	CÉGEP Heritage College incorporated under the name “Collège Héritage”.
<b>Fiscal year:</b>	The period starting on July 1 of one calendar year and ending on June 30 of the subsequent calendar year.
<b>Governors:</b>	Members of the Board of Governors, either appointed by the Minister or the Board, or elected/appointed by their peers in accordance with the stipulations of the <i>Act</i> .
<b>Minister:</b>	Unless specified otherwise, the Minister responsible for the application of the <i>Act</i> under Article 72.
<b>Ministry:</b>	Unless specified otherwise, the Ministry under the jurisdiction of the Minister defined above.
<b>Regulations:</b>	<i>College Education Regulations, General and Vocational Colleges Act, (CQLR, c. C-29)</i>
<b>Simple majority:</b>	Half of the membership present plus one (1).
<b>Student:</b>	Any person registered in an academic program or course at offered by the College.

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### 1.2 Corporate Seat

The corporate seat of the College is situated at 325 Cité des Jeunes Boulevard, Gatineau, Quebec J8Y 6T3, as determined by letters patent registered on June 20, 1988, libro 1547, folio 75.

### 1.3 Corporate Seal

An impression of the corporate seal of the College appears at the bottom of the last page of the present Bylaw. The Secretary General is entrusted with the care of the corporate seal.

## ARTICLE 2

### Board of Governors

In accordance with Article 8 of the *Act*, the College shall be administered by a board of governors. The composition, jurisdiction and powers, the procedures for the election, appointment, or nomination of members, and the rules of operation are defined in the Board of Governors Charter. The Charter shall be reviewed every three (3) years or as deemed necessary by the Board.

## ARTICLE 3

### Officers of the College

#### 3.1 List of Officers

The Officers of the College are the representatives of the Board of the Governors or the College and are listed below:

- The Board Chair
- The Board Vice-Chair
- The Director General
- The Academic Dean

##### 3.1.1 Accountability

The Chair, Vice-Chair and the Director General are directly accountable to the Board to observe and act in accordance with all applicable laws, regulations and binding documents and agreements.

##### 3.1.2 Office of the Chair and Vice-Chair

Under the terms of Article 14 of the *Act*, the Chair and Vice-Chair must be elected from among the eligible members of the Board. They may not be College staff members nor student representatives.

##### 3.1.3 Signing Authority

Any contract, financial instrument or other document which requires the signature of the College shall be signed by Officers of the College in accordance with Bylaw #9 Concerning Delegation of Authority.

##### 3.1.4 Liability

Any expenditures and/or any commitment involving an expenditure which are neither provided for in the budget nor specifically nor generally authorized by the Board of Governors, the Executive Committee or the Officer responsible shall not be binding on the College and shall entail personal liability of any person implementing such a decision.

#### 3.2 Election of Members to the Office of the Chair and Vice-Chair

Subject to Article 14 of the *Act*, the Board elects a Chair and Vice-Chair at the last regular meeting of each fiscal year.

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The Secretary General shall preside over the nominations and elections process in accordance with Appendix B1.1 – Procedures for Nominations and Elections.

### 3.3 Vacancy

Should either the Board Chair or Vice-Chair become vacant, the Board must elect a replacement no later than at the first regular meeting of the Board following the vacancy.

Should the position of Director General become vacant, the Board may appoint the Academic Dean or another person as Interim Director General for a fixed period of time.

If the Board elects *de facto* to entrust the position during the interim period to the Academic Dean, it may appoint an Interim Academic Dean for a fixed period of time.

### 3.4 Board Chair

The Board Chair:

- a) presides over all meetings of the Board;
- b) exercises all other duties or powers delegated by the *Act* and the *Regulations*, by College bylaw or policy, or by resolution of the Board;
- c) serves as *ex officio* Chair of the Committee on Senior Executive Management;
- d) serves as an *ex officio* member of the Executive Committee; and
- e) advocates for continuous Board training.

### 3.5 Board Vice-Chair

The Board Vice-Chair:

- a) exercises the duties and powers of the Board Chair in the latter's absence or inability to act;
- b) exercises all other duties or powers delegated by College bylaw or policy or by resolution of the Board;
- c) serves as an *ex officio* member of the Executive Committee;
- d) serves as *ex officio* Chair of the Ad Hoc Committee on Board Evaluations.

### 3.6 Director General

The Board appoints a Director General in accordance with Article 20 of the *Act* and the process outlined in the Terms of Reference of the Committee on Senior Executive Management.

The Director General:

- a) is the chief executive officer of the College;
- b) assumes, as a whole, the duties and responsibilities related to the planning, organization, management, coordination, budget planning and control, and representation required for the functioning and the development of the College;
- c) is responsible for the efficient administration and development of the College;
- d) prepares, on behalf of the Executive Committee and the Board of Governors, resolutions or bylaws intended to establish or modify the rules of management of the current administration, the objectives, the policies, the general orientations, the strategic plans and the global strategies of the College;
- e) sees that decisions of the Board and of the Executive Committee are carried out;
- f) is *ex officio* Chair of the Executive Committee;

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- g) is responsible for the annual evaluation of the Academic Dean as stipulated in Policy #10 Concerning Human Resources Management;
- h) is authorized to respond, on behalf of the College, to any writ of execution, subpoena, judgment or order, and is authorized to sign affidavits required for legal proceedings; and
- i) assumes all other duties and responsibilities assigned by College bylaw or policy or by resolution of the Board.

#### **3.7 Academic Dean**

The Board appoints an Academic Dean in accordance with the Terms of Reference of the Committee on Senior Executive Management.

Under the authority of the Director General, the Academic Dean:

- a) is responsible for the planning, organization, management direction, control and evaluation of all academic programs and departments and for the academic matters of the College;
- b) is responsible for ensuring the quality of education in the College;
- c) exercises the duties and powers of the Director General in the event that the latter is absent or unable to act;
- d) is *ex officio* Chair of the Academic Senate;
- e) serves as an *ex officio* member of the Executive Committee; and
- f) assumes all other duties and responsibilities assigned by College bylaw or policy or by resolution of the Board.

#### **3.8 Dismissal or Removal from Office**

Removal from the Office of the Board Chair or Vice-Chair requires a two-thirds (2/3) vote of Board members present not including those on official leave, at a special meeting duly called for that purpose. In this case, Article 12 of the *Act* does not apply.

Pursuant to Article 20.2 of the *Act*, at a special meeting duly called for such purpose, the Board of Governors may dismiss the Director General or the Academic Dean by means of a resolution adopted by two-thirds (2/3) of all Board members and entitled to vote thereon, not including those on official leave, pursuant to Article 12 of the *Act*.

### **ARTICLE 4**

#### **Executive Committee**

In accordance with Article 16 of the *Act*, the ordinary administration of the College shall be under the jurisdiction of an executive committee. The composition, jurisdiction and powers, the procedures for the election, appointment, or nomination of members, the rules of operation, and the report to the Board are defined in the Executive Committee Terms of Reference. The Committee Terms of Reference shall be reviewed every three (3) years or as deemed necessary by the Board.

### **ARTICLE 5**

#### **Academic Senate**

In accordance with Article 17 of the *Act*, an academic council shall be established. The composition, jurisdiction and powers, meetings and report to the Board are defined in Bylaw #4 Concerning the Academic Senate.

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### **ARTICLE 6**

#### **Audit Committee**

The composition, jurisdiction and powers, meeting intervals, rules of operation, and report to the Board of the Audit Committee are defined in the Audit Committee Terms of Reference. The Terms of Reference shall be reviewed every three (3) years or as deemed necessary by the Board.

### **ARTICLE 7**

#### **Committee on Senior Executive Management**

The composition, jurisdiction and powers, meeting intervals, rules of operation, and report to the Board are defined in the Committee on Senior Executive Management Terms of Reference. The Terms of Reference shall be reviewed every three (3) years or as deemed necessary by the Board.

### **ARTICLE 8**

#### **Ad Hoc Committee on the Naming of College Spaces and Services**

The composition, jurisdiction and powers, meetings and report to the Board are defined in the Ad Hoc Committee on the Naming of College Spaces and Services Terms of Reference. The Terms of Reference shall be reviewed every three (3) years or as deemed necessary by the Board.

### **ARTICLE 9**

#### **Ad Hoc Committee on Board Evaluations**

The composition, jurisdiction and powers, meetings and report to the Board are defined in the Ad Hoc Committee on Board Evaluations Terms of Reference. The Terms of Reference shall be reviewed every three (3) years or as deemed necessary by the Board.

### **ARTICLE 10**

#### **Financial Audit**

In accordance with Articles 26.3, 26.4, and 27 of the *Act*, the College shall appoint from among the members of the professional order of accountants governed by the *Professional Code (chapter C-26)* an external auditor. The Audit Committee is mandated to oversee the audit process, to provide advice and guidance on internal financial controls, and to supervise the selection and hiring of the auditor.

The College's books and financial statements shall be examined by one (1) or more external auditor appointed by the Board as early as possible at the beginning of each fiscal year. In accordance with Article 27 of the *Act*, each fiscal year and upon recommendation by the Audit Committee, the College shall forward to the Minister its audited financial statements adopted by the Board of Governors together with the financial reports required by the Minister and the report of the External Auditor on or before the date determined by the Minister.

### **ARTICLE 11**

#### **Legal Proceedings**

The Director General is authorized to represent the College in any attachment, subpoena or garnishee order, and to sign the affidavits required for the legal proceedings. The Director General authorizes the undertaking of proceedings by the College and the contestation of proceedings undertaken against the College.

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#### **ARTICLE 12**

##### **Revisions**

The present Bylaw shall be reviewed and, if necessary, revised every five (5) years, or when deemed necessary by Ministry requirements or by the Board.

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### Related Documents

This document is to be used in conjunction with:

- *The General and Vocational Colleges Act (CQLR, c. C-29) and Regulations*<sup>1</sup>
- Board of Governors Charter<sup>2</sup>
- Executive Committee Terms of Reference<sup>3</sup>
- Audit Committee Terms of Reference<sup>4</sup>
- Committee on Senior Executive Management Terms of Reference<sup>5</sup>
- Ad Hoc Committee on the Naming of College Spaces and Services Terms of Reference<sup>6</sup>
- Ad Hoc Committee on Board Evaluations Terms of Reference<sup>7</sup>
- CÉGEP Heritage College Bylaw #4 Concerning the Academic Senate<sup>8</sup>
- CÉGEP Heritage College Bylaw #9 Concerning the Delegation of Authority<sup>9</sup>
- CÉGEP Heritage College Bylaw #10 Concerning Procurement and Financial Management<sup>10</sup>
- CÉGEP Heritage College Policy #11 Concerning Human Resources Management<sup>11</sup>
- CÉGEP Heritage College Guideline #2 Relating to the Development of College-Wide Administrative Documents<sup>12</sup>

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<sup>1</sup> Copies of this document are available from the Director General's Office.

<sup>2</sup> Copies of this document are available from the Director General's Office and on the College Website.

<sup>3</sup> *Ibid.*

<sup>4</sup> *Ibid.*

<sup>5</sup> *Ibid.*

<sup>6</sup> *Ibid.*

<sup>7</sup> *Ibid.*

<sup>8</sup> *Ibid.*

<sup>9</sup> *Ibid.*

<sup>10</sup> *Ibid.*

<sup>11</sup> *Ibid.*

<sup>12</sup> Copies of this document are available from the Director General's Office and on the Heritage Employees Team.

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### Appendix B1.1 – Procedures for Nominations and Elections

**A.1.1** These Procedures are based on Robert's Rules of Order, Chapter 45: Nominations and Elections (Open Nominations from the Floor)

#### **A.1.2 Application**

These Procedures apply to:

- a) Board of Governors elections to the Office of the Board Chair and to Board subcommittees.
- b) Parent elections with the exception of clauses A.1.4(ii) and (iii) and A.1.5(c).

#### **A.1.3 Notice of Procedures**

Notice of position vacancies and these Procedures must be provided in advance to eligible individuals.

#### **A.1.4 Expressions of Interest**

Any eligible individual who unavoidably must be absent from the elections may submit an expression of interest to the Secretary General in advance of the meeting.

#### **A.1.5 Nominations**

- a) Nominations are opened by the Secretary General with the following announcement: "Nominations are now in order for the position of [Position Title]."
  - i. The Secretary General will state all submitted expressions of interest submitted by absent eligible individuals.
  - ii. Should the nominated individual be absent, and should the nomination remain unopposed, it may stand with the understanding that it will be confirmed by the Secretary General after the meeting.
  - iii. If said nomination is not confirmed, the position remains vacant until the next meeting, at which time, nominations are re-opened.
- b) Any eligible individual may nominate themselves.
- c) Any eligible individual who has not expressed an interest may also be nominated.
- d) Nominations do not have to be seconded however it is not out of order for eligible individuals to second a nomination to signal their endorsement.
- e) No one may nominate more than one person until every eligible individual wishing to nominate has had an opportunity to do so.
- f) A member need not be recognized by the Secretary General to make a nomination ("I nominate [Full Name] for [Position Title].")
- g) Nominees are not required to leave the meeting during the nominations, when the vote is taken, or when the vote is counted.
- h) An eligible individual can rise and decline the nomination during the nominating process.
- i) After each nomination, the Secretary General repeats the name to the assembly ("[Full Name] is nominated. Are there any further nominations?").
- j) The Secretary General repeats each nomination until all nominations for the position has been made.
- k) When it appears that no one else wishes to make a nomination, the Secretary General shall ask, twice, if there are any further nominations. If there is no response, the Secretary General declares that nominations are closed, without waiting for a motion to that effect.

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- l) After the nominations are closed, the Secretary General asks each nominee, beginning with the last one nominated, whether or not the individual accepts the nomination:
- i. If only one nomination is accepted, the individual is declared elected “by acclamation.”
  - ii. If the number of candidates accepting their nominations is greater than positions available, voting shall take place.

### A.1.6 Voting

#### a) Eligibility

The Secretary General shall remind eligible voters of the slate of candidates and the terms of voting eligibility.

#### b) Ballots – In-Person Attendees

Ballots specifically prepared for each purpose are distributed to all eligible voters. The Secretary General instructs eligible voters to print the name(s) of their choice(s) and to fold the paper twice.

#### c) Ballots – Board of Governors Virtual Attendees

In order for ballots to be considered compliant, all Board members attending virtually shall provide advance notice to the Board Chair via email with a copy to the Secretary General.

Such members shall submit their ballot to the Secretary General by email ([secretarygeneral@cegep-heritage.qc.ca](mailto:secretarygeneral@cegep-heritage.qc.ca)) after the close of the nominations process and prior to the closing of the polls.

#### d) Spoiled or Rejected Ballots

Ballots will be rejected if they were not supplied by the Secretary General, were improperly marked, illegible or voided by the elector, were cast for a person other than a candidate, were cast for too many candidates, or were written or marked such that the elector could be identified.

#### e) Close of Polls

The Secretary General shall confirm that every eligible voter has cast their vote. Upon confirmation, the Secretary General shall announce the closing of the polls and collect the ballots.

#### f) Calculation of Ballots

The Secretary General and another delegate will count the ballots.

The election results are determined by a simple majority, with the name of the elected individual being announced at the meeting.

In the event of a tie, the preceding process will be repeated using tie-breaking ballots.



