Court File No. CV-21-656040-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF LAURENTIAN UNIVERSITY OF SUDBURY

Applicant

RESPONDING APPLICATION RECORD OF THE ONTARIO CONFEDERATION OF UNIVERSITY FACULTY ASSOCIATIONS

March 4, 2021

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ONTARIO
SUPERIOR COURT OF JUSTICE
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IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF **LAURENTIAN UNIVERSITY OF SUDBURY**

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TAB 2

Court File No. CV-21-656040-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

B E T W E E N :

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF LAURENTIAN UNIVERSITY OF SUDBURY

Applicant

AFFIDAVIT OF SUSAN WURTELE (Sworn March 1, 2021)

I, Susan Wurtele, of the City of Peterborough, in the Province of Ontario, **AFFIRM AND SAY**:

1. I am the President-elect of the Ontario Confederation of University Faculty Associations ("OCUFA") and as such, have knowledge of the matters deposed herein. Where the facts set out in this affidavit are based on information provided by others, I have set out the source of that information and I believe all such information to be true.

OCUFA and Its Interest in the CCAA Proceedings of Laurentian

2. OCUFA was founded in 1964, and currently is the voice of 17,000 university faculty, academic librarians, and academic professionals at 30 member faculty associations across Ontario.

3. The Laurentian University Faculty Association – Association des professeures et professeurs de l'Université Laurentienne ("LUFA-APPUL") is a member of OCUFA. Attached as "Exhibit A" to this affidavit is a list of all OCUFA member associations.

4. OCUFA has an interest in this proceeding because it is the first application of the *Companies' Creditors Arrangement Act*, RSC 1985, c. C-36 ("CCAA") to the publically-funded university sector. The university sector has never been self-financing, and the public policy of the Province has always been to fund universities as a public good. The application of the CCAA to the university sector is unprecedented, and poses real jeopardy to the sector's students, faculty and employees at Laurentian, and to the many stakeholders who depend upon it.

5. All OCUFA member associations represent full-time professors and academic librarians, with some also representing per-course contract and limited term instructors, and other academic professionals such as counsellors and academic coordinators.

6. OCUFA’s mandate is to advocate for quality university education and advance the rights and interests of university faculty, academic librarians, and other academic professionals. OCUFA provides support to individual faculty associations and advocates generally for the sector to government, university administrators, the media, and the public. A copy of OCUFA’s constitution and by-laws is attached as “Exhibit B”.

7. OCUFA's activities are determined and overseen by a Board of Directors and Executive Committee. OCUFA has four standing committees as follows: Collective Bargaining Committee; Grievance Committee; Status of Women and Equity Committee; Teaching and Academic Librarianship Awards Committee. OCUFA also has three ad hoc committees: Collegial Governance Committee; Contract Faculty/Faculty Complement Committee; University Finance Committee. These committees express the breadth of OCUFA's presence in the University sector.

8. Many aspects of OCUFA's mandate are engaged by these proceedings (the "CCAA Proceedings").

9. OCUFA has spent decades advocating on behalf of its constituent associations and supporting these associations in negotiating collective agreements with their university employers, including five faculty associations in Northern Ontario.

10. Given the expertise OCUFA has gained through our advocacy, support for member association bargaining, and research, we have developed a comprehensive understanding of Laurentian University's challenges and opportunities within both a provincial and northern context.

OCUFA's Role vis-à-vis the University Sector

11. In support of its mandate, OCUFA is engaged in wide variety of activities, including the following:

(a) OCUFA produces a wide variety of research, reports, publications, data, and analysis on issues related to the postsecondary sector;

(b) OCUFA works closely with other higher education stakeholders and government and opposition representatives to develop policy solutions that build the accessibility and quality of the province's universities;

(c) OCUFA serves as the voice for faculty in government consultations on issues related to the postsecondary sector;

(d) OCUFA supports faculty associations in their local advocacy through providing research, resources and logistical services;

(e) OCUFA investigates issues of concern to its members and provides original research on issues of importance;

(f) OCUFA lobbies the government to provide adequate public funding for postsecondary education; and

(g) OCUFA liaises between its members and other organizations and unions in the postsecondary education sector as well as with other provincial and federal organizations.

12. This affidavit is sworn in support of OCUFA's standing in the CCAA Proceedings.

AFFIDAVIT SWORN BY VIDEO CONFERENCE before me at the City of Toronto, in the Province of Ontario, this 1st day of March, 2021 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

SUSAN WURTELE

James Harnum

A Commissioner for taking Affidavits *(or as may be)*

TAB A

This is **Exhibit "A"**

referred to in the affidavit of Susan Wurtele

sworn before me, this 1st day of March 2021

A COMMISSIONER FOR TAKING AFFIDAVITS

List of OCUFA member associations

- Association des professeurs de l'Université d'Ottawa – Association of Professors of the University of Ottawa
- Brescia University Faculty Association
- Brock University Faculty Association
- Canadian Military Colleges Faculty Association – Association des professeurs(es) des collèges militaires du Canada
- Carleton University Academic Staff Association
- Faculty Association of the University of Waterloo
- Huron University College Faculty Association
- King's University College Faculty Association
- Lakehead University Faculty Association
- Laurentian University Faculty Association – Association des professeures et professeurs de l'Université Laurentienne
- McMaster University Academic Librarians' Association
- McMaster University Faculty Association
- Nipissing University Faculty Association
- Northern Ontario School of Medicine Faculty and Staff Association
- Ontario College of Art and Design Faculty Association
- OPSEU Local 685 (Formerly Algoma University Faculty Association)
- Osgoode Hall Faculty Association
- Professors' Association of Saint Paul University – Association des professeures et professeurs de l'Université Saint-Paul
- Queen's University Faculty Association
- Renison Association of Academic Staff
- Ryerson Faculty Association
- St. Jerome's University Academic Staff Association

- Trent University Faculty Association
- University of Guelph Faculty Association
- University of Ontario Institute of Technology Faculty Association
- University of Toronto Faculty Association
- University of Western Ontario Faculty Association
- Wilfrid Laurier University Faculty Association
- Windsor University Faculty Association
- York University Faculty Association

TAB B

This is **Exhibit "B"**

referred to in the affidavit of Susan Wurtele

sworn before me, this 1st day of March 2021

A COMMISSIONER FOR TAKING AFFIDAVITS

ONTARIO CONFEDERATION OF UNIVERSITY FACULTY ASSOCIATIONS

BY LAW NO. 1

As amended ____May 20____, 2019

OCUFA

Ontario Confederation of University Faculty Associations
Union des Associations des Professeurs des Universités de l'Ontario

Ontario Confederation of University Faculty Associations
Union des Associations des Professeurs des Universités de l'Ontario

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Draft: April 2, 2019

BY-LAW NO. 1

A By-Law relating generally to the transaction of the activities and affairs of the **Ontario Confederation of University Faculty Associations** (the "**Corporation**").

1. Definitions

In this By-Law, unless the context otherwise specifies or requires:

"Act" means the ***Corporations Act*** **(Ontario)** and the regulations made under the Act, as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any reference in this By-Law to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;

"Board" means the board of Directors of the Corporation;

"By-Law" means this by-law and all other by-laws of the Corporation from time to time in force and effect;

"CEO" means the Chief Executive Officer of the Corporation, being the most senior staff member, who shall also be known as the Executive Director;

"Director" means a director of the Corporation serving on the Board;

"Executive" means the President, the Vice-President, the Past President, the Treasurer and officers-at-large appointed in accordance with sections 33 and 34;

"Good Standing" in respect of a Member means being up-to-date with all dues and fees and other requirements set by the Board and communicated to the Members from time to time;

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"Letters Patent" means the letters patent incorporating the Corporation as from time to time amended and supplemented by supplementary letters patent;

"Meeting of Members" includes an Annual Meeting of Members and a General Meeting of Members of the Corporation;

"Member" means a member as set out in section 10, namely a faculty association and/or academic association in Ontario accepted as a member by the Board on the recommendation of the Executive; and

"Special Resolution" means a resolution passed by the Board and confirmed with or without variation by at least two-thirds of the votes cast at a Meeting of Members duly called for that purpose or, in lieu of such confirmation, by the consent in writing of all of the Members entitled to vote at such meeting.

2. Interpretation

This By-Law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

(a) save as aforesaid, words and expressions defined in the Act have the same meanings when used herein;

(b) words importing number include the singular and plural; words importing gender include all genders and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations; and

(c) the headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

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3. Letters Patent

If any of the provisions contained in this By-Law are inconsistent with those in the Letters Patent, the provisions contained in the Letters Patent shall prevail.

4. Objects

The objects of the Corporation shall be those objects as set out in the Letters Patent of the Corporation namely:

1. To encourage and promote the well-being of the universities of Ontario and their academic staff, and, in particular:

    (a) to safeguard and commend to the public, and to all persons and institutions in Ontario connected with education at a university level, the interests of the Members of the Corporation;

    (b) to promote legislation affecting the universities and the university community in Ontario, and to oppose or support as the case may be any contemplated legislation by federal, provincial, municipal or all other authorities insofar as the same may affect the universities and the university community in Ontario;

    (c) to engage in research and to gather, organize and disseminate information to the Members of the Corporation;

    (d) to endeavour to settle differences among the Members of the Corporation and to promote closer cooperation among the Members;

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(e) to provide facilities and resources for the assimilation of statistics and other information and for the convening of support and promotion of various activities of the Corporation, including conferences, lectures or seminars;

(f) to enter into any arrangement conducive to attaining the Corporation's objects with any authority, whether public or academic or otherwise, and to obtain from any such authority any rights, privileges or concessions which the Corporation may think is desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

2. To be the means by which faculty associations cooperate to promote the well-being of the universities and the academic staff of Ontario. OCUFA shall serve this end by:

(a) enabling its Members to bring their influence to bear on all persons and institutions in Ontario who are in any way concerned with higher education;

(b) striving to ensure that the interests of the academic staff are adequately presented to the public;

(c) gathering, organizing, and disseminating information of common interest to its Members and by providing them with effective research;

(d) taking such other measures as may be conducive to the well-being of the universities and the academic staff of Ontario.

3. To do all such things as are incidental or conducive to the attainment of the above objects and, without limiting the generality of the foregoing:

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(a) to solicit, acquire, accept or receive gifts, donations, bequests or subscriptions of money or other personal property, whether they be unconditional or subject to special conditions, provided any special conditions are not inconsistent with the above objects;

(b) to hold, manage, improve, develop, exchange, sell, turn to account or otherwise deal with the personal property from time to time held by the Corporation and to retain any personal property in the form in which it may be received by the Corporation for such length of time as the Corporation may determine;

(c) subject to any special conditions attached to any gift, to invest the monies of the Corporation not immediately required for its objects in investments authorized by the law for the investment of trust funds;

(d) to represent the Members of the Corporation on any matter and, when necessary, to negotiate on their behalf and to enter into agreements concerning the remuneration, working conditions and all other matters appropriate to the employment of staff by the Corporation.

5. Head Office

The head office of the Corporation shall be in the City of Toronto in the Province of Ontario (subject to change by Special Resolution) and at such place within the municipality in Ontario where the head office is from time to time situate as the Board may fix from time to time.

6. Seal

The Board may adopt or change a corporate seal for the Corporation from time to time.

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7. Financial Year

Until changed by the Board, the financial year of the Corporation shall end on the 30th day of June in each year.

8. Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two (2) of the Directors and officers of the Corporation. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal (if any) to any instrument. Any signing officer may certify a copy of any instrument, resolution, By-Law or other documents of the Corporation to be a true copy thereof.

9. Banking Arrangements

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may prescribe or authorize from time to time.

Members

10. Entitlement: Members

The Members of the Corporation shall be faculty associations and/or academic associations in Ontario accepted as Members by the Board on the recommendation of the Executive. Each Member shall be entitled to receive notice of, attend and vote at all

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meetings of Members, and to nominate a Director of the Corporation in accordance with this By-Law.

11. Resignation

Members may end their membership in writing to the Executive Director, supported by a certified copy of the resolution of the Member faculty/academic association to that effect and the number of votes cast for and against the resolution by the Members of the association**,** which shall be effective one calendar year from the date of the notice. In the case membership is terminated, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by the Member to the Corporation prior to the effective date of such resignation.

12. Fees

Fees payable by Members shall be set by the Board at its last meeting in each fiscal year for the following fiscal year or at such other time as the Board determines. The Secretary shall notify the Members of the dues or fees at any time payable by them on a monthly basis and, if any are not paid by the end of the fiscal year, the Members in default shall thereupon automatically cease to be Members of the Corporation, but such defaulting Members may on payment of all unpaid dues or fees be reinstated by majority vote of the Board.

13. Annual Meeting of Members

Subject to compliance with section 293 of the Act, the Annual Meeting of Members shall be held on such day in each year and at such time as the Directors may by resolution determine at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located. The Annual Meeting of Members shall be for the purpose of receiving reports and statements required by the Act

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to be placed before an Annual Meeting of Members (including the financial statements), electing Directors, appointing auditors and for the transaction of such other business that may properly be brought before the meeting.

14. General Meetings of Members

Other Meetings of Members may be convened by the Board at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located.

15. Notice of Member Meetings

A notice in writing stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given by serving such notice on each Member entitled to notice of such meeting and to the auditor of the Corporation not less than ten (10) days before the date of the meeting.

The only persons entitled to attend a Meeting of Members shall be those entitled to vote thereat, the auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Letters Patent or the By-Law to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any Member or Members or by the auditor of the Corporation shall not invalidate any resolutions passed or any proceedings taken at any Meeting of Members.

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16. Member Voting – Regular Process

Votes at Meetings of Members may be given by an individual authorized by a resolution of the Board or another governing body of the Member to represent it at meetings of Members of the Corporation. At every meeting at which a Member is entitled to vote, any individual so authorized to represent a Member who is present in person shall have one vote on a show of hands other than for those items set out below in section 17, for which weighted voting will be used.

Every question submitted to any Meeting of Members shall be decided in the first instance by a show of hands and in the case of an equality of votes, the motion shall fail. The Chair of the meeting shall not be entitled to vote. Every question shall, unless otherwise required by the Act, Letters Patent or By-Law, be determined by the majority of the votes duly cast on the question.

No Member shall be entitled either in person or by proxy to vote at any Meeting of Members of the Corporation unless the Member has paid all dues or fees, if any, then payable by the Member.

At any Meeting of Members unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by a specifically identified majority or lost or not carried by the required percentage shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a Chair of the meeting or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the Chair of the meeting directs. The result of a poll shall be deemed to

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be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

17. Weighted Voting for General Meetings of Members

(a) Weighted voting is mandatory on all motions which alter the mill rate.

(b) Weighted voting can be invoked on all other matters by a majority vote of Members present and voting, except elections and amendments to the Letters Patent, Bylaws and Standing Orders.

(c) The weights applied to votes shall be in accordance with the following schedule:

Members with fewer than 100 members	1
Members with 100-299 members	2
Members with 300-499 members	3
Members with 500-699 members	4
Members with 700-899 members	5
Members with 900-1099 members	6
Members with 1100-1299 members	7
Members with 1300-1499 members	8
Members with 1500-1699 members	9
Members with 1700-1899 members	10
Members with 1900-2099 members	11
Members with 2100+ members	12

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The membership numbers shall be as verified by the Member in the last fee remittance statement submitted before the General Meeting at which the weighted vote is invoked.

18. Proxies

A proxy shall be executed by the Member or the Member's attorney authorized in writing. Subject to the provisions of the *Act* and regulations, a proxy may be in the following form:

> The undersigned member of the Ontario Confederation of University Faculty Associations hereby appoints [*] of [*] or failing him or her, [*] of [*] as the proxy of the undersigned to attend, act and vote on behalf of the undersigned at the [*] meeting of the members of the said Corporation to be held on the [*] day of [*], and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournment thereof.
>
> DATED the [*] day of [*].
>
> ______________________________
>
> Signature of member

The Board may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of Members is to be held and for particulars of such proxies to be sent by any means of prepaid transmitted or recorded communication before the meeting or adjourned meeting of the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The Chair of any meeting of Members may, subject to any regulations made as aforesaid, in the Chair's discretion accept any means of prepaid transmitted or recorded communication as to the authority of any person claiming to vote on behalf of and to represent a Member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such prepaid transmitted or recorded communication accepted by the Chair of the meeting shall be valid and shall be counted.

19. Means of Meetings

A Meeting of Members may be held by telephonic or electronic means and a Member who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed for the purposes of the Act to be present at the meeting.

20. Quorum

A quorum at any Meeting of Members (unless a greater number of Members and/or proxies is required to be present by the Act or by the Letters Patent or any other By-Law) shall be not less than a majority of the Members, present in person or by proxy. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a Meeting of Members or within such reasonable time thereafter as the Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

21. Adjournment

The Chair of any meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

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Directors

22. Number of Directors and Powers

The affairs of the Corporation shall be managed by the Board of thirty-one (31) Directors, (or such other number set by the Members from time to time) composed of one (1) Director nominated by each of the twenty-nine (29) Members to represent that Member and two (2) ex officio Directors who are Directors by virtue of holding one of the following offices: President and Chair. The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the By-Law or any Special Resolution or by statute expressly directed or required to be done in some other manner. The size of the Board and any increase or decrease in the number of Directors shall be approved by Special Resolution. Officers of the Corporation, the President of the Canadian Association of University Teachers ("CAUT") and any Chair of a committee of the Board may be invited to attend meetings of the Board.

23. Duties

(a) The Board shall initiate and approve the policies of the Corporation.

(b) The Board shall approve all matters relating to fees as outlined in the By-Law.

(c) The Board shall set financial policies and approve budgets.

(d) The Board shall have the power to appoint and remove the Executive Director on the advice of the Executive.

(e) The Board shall have the power to appoint task forces and committees and to instruct them to report either to the Board or to the Executive.

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(f) The Board shall approve applications for membership in the Corporation on the advice of the Executive.

(g) The Board shall take such other measures as it deems necessary for the well-being and effectiveness of the Corporation.

24. Qualifications of Directors

Every Director shall:

(a) be eighteen (18) or more years of age;

(b) not be an undischarged bankrupt;

(c) not be a mentally incompetent person;

(d) be in compliance with any codes of conduct or similar rules in place for Directors from time to time including fiduciary duties;

(e) if applicable, represent a Member in good standing.

25. Vacancies

The office of a Director shall be automatically vacated upon the occurrence of any of the following events: (a) if the Director becomes bankrupt or suspends payment of personal debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent; (b) if the Director is found to be a mentally incompetent person or becomes of unsound mind; (c) if by notice in writing to the Corporation the Director resigns, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later; (d) if the Director dies; (e) if the Member the Director represents is no longer in good standing; (f) if the Director breaches

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his/her fiduciary duties and/or is not in compliance with any applicable code of conduct as determined by the Board; or (g) if the Director is removed from office by the Members.

The Members may, by resolution passed by a majority of the votes cast thereon at a General Meeting of Members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of the Director's term of office and may, by majority of the votes cast at such meeting, elect any qualified person in the Director's stead for the remainder of the Director's term provided that in the case of a Director representing a Member, such Member shall specify the name of the replacement individual.

A vacancy or vacancies on the Board, however caused, may, so long as there is a quorum of Directors then in office, be filled by the Directors as they see fit, provided that in the case of a Director representing a Member, such Member shall specify the name of the replacement individual. Otherwise, subject to the previous paragraph, such vacancy shall be filled at the next General Meeting of Members at which Directors for the ensuing year(s) are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a Meeting of Members to fill the vacancy or vacancies. If the number of Directors is increased between the terms, subject to the Act, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

26. Committees

The Board may from time to time appoint such committee or committees, as it deems necessary or appropriate for such purposes and with such powers as it shall see fit. Other than the President and the Chair, if established in accordance with the Act, members of committees need not be Directors. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. The Board may remove any member of any such committee by a majority vote.

27. Election and Term

Directors shall be elected by the Members at the Annual Meeting of Members on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. A Director's term of office (subject to the provisions, if any, of the Letters Patent) shall be one year, provided that the office of President and thus the term of the associated ex officio Director's appointment shall be two years, as described in more detail in Section 33. A Director’s term of office shall commence at the end of the meeting at which they are elected or appointed unless otherwise specified in the resolution appointing them.

Members shall notify the Executive Director of the names of their nominated Directors for the next fiscal year not later than thirty (30) days before the date of the Annual Meeting of Members at which such Directors are to be elected, or at such other time as is communicated by the Board from time to time.

28. Meetings of Directors

The Board shall hold at least two regular meetings each year at times set by the Chair of the Board. Special meetings of the Board may be called by the Chair who shall also call a special meeting within one month of receiving a written request signed by five or more Directors for a special meeting.

29. Notice

Directors shall be given at least two months' notice of each regular meeting of the Board, and at least two days' notice of each special meeting of the Board. Directors shall receive an agenda and documentation ten (10) days before any regular meeting of the Board. The accidental omission to give notice of any meeting of Directors to, or the non-receipt

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of any notice by any person, shall not invalidate any resolution passed or any proceedings taken at such meeting.

30. Means of Meetings

If all the Directors of the Corporation present at or participating in the meeting consent, a meeting of Directors or of a committee of Directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed for the purposes of this By-Law to be present at the meeting.

31. Voting

Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not be entitled to a vote and the motion would fail.

32. Quorum

The quorum for Board meetings shall be 50% of the Directors.

Officers

33. Appointment of Officers

The Members shall elect a President at each Annual Meeting of Members at which the election of a President is required (and if the individual elected as a President is not otherwise a director, the individual will be deemed to have become a director the instant before being elected as President, provided that if the requirement that the President be a director is no longer required by the Act, the President need not be a director.)

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The Board shall:

(a) if authorized by Special Resolution, elect a Chair of the Board from among themselves to preside at all meetings of the Board and the Members (and if the individual elected as a Chair is not otherwise a director, the individual will be deemed to have become a director the instant before being elected as Chair, provided that if the requirement that the Chair be a director is no longer required by the Act, the Chair need not be a director), and

(b) appoint a Secretary, who will be the Executive Director.

The Board shall also elect a Vice-President, a Treasurer, and three Officers-at-Large and the individual who was the immediate past President shall take the role of Past President. A Director may be appointed to any office of the Corporation but, subject the Act, none of the said officers except the President and the Chair of the Board, if applicable, need be a Director of the Corporation. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer the officer may but need not be known as the Secretary Treasurer. The Board may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board. All officers, except the President and Chair, in the absence of an agreement to the contrary, shall be subject to removal by resolution of the Board at any time, with or without cause.

The term of office for the President, Past President, Vice-President and Treasurer shall be two (2) years and such officers can serve for only one consecutive term provided that the Treasurer may have a one-year extension.

The term of office for the Chair and all other officers shall be one year and such officers can serve in any one position for only three consecutive one-year terms.

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Subject to anything to the contrary in any resolution passed by the Board, officers shall take office on July 1st and shall leave office on June 30th of the year in which their term of office expires provided that if the President or Chair cease to be a Director, they automatically shall cease to be President or Chair, as applicable.

34. Nomination and Election Process

The Chair shall appoint a Director to act as a returning officer, to arrange and supervise the nomination process for the positions of Vice-President, Treasurer, and Officers-at-Large to arrange, supervise and convey to the Chair the result of any election.

Procedures:

(a) The Chair shall call for nominations at least thirty (30) days in advance of the last regularly scheduled Board meeting of the fiscal year.

(b) Members may nominate any person who at the time of his/her election will have served at least one year as a member of a local association executive committee or an OCUFA standing committee and who is a member in good standing of the Member association.

(c) Nominations for all officers shall be accepted until nominations for a particular office have been closed.

(d) The order of elections shall be:

i. Vice-President; if required;

ii. Treasurer; if required;

iii. Officers-at-Large (three to be elected);

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iv. Chair of Board.

(e) The election of each of the above-noted officers shall be completed prior to the close of nominations for subsequent offices.

(f) Unsuccessful candidates for any office may choose to stand for election to any remaining offices.

In the event of a tie-vote for any of the above positions, a new election shall take place.

35. Duties of the President

(a) The President is the chief representative of OCUFA and presides over the Executive.

(b) The President, subject to the authority of the Board, shall have general supervision of the affairs and business of OCUFA.

(c) The President shall be an ex officio a member of all committees.

(d) The President shall perform such other duties as may, from time to time, be determined by the Board.

(e) During the absence or inability of the President, the President's duties and powers may be exercised by the Vice-President.

36. Duties of the Vice-President

(a) The Vice-President shall, from time to time, serve in place of the President as may be determined by the Executive.

(b) The Vice-President shall perform such duties as may, from time to time, be determined by the Board.

(c) The Vice-President shall provide advice and counsel on all policy matters.

(d) The Vice-President shall Chair the Staff Relations Committee.

37. Duties of the Past President

(a) The Past President shall, from time to time, serve in place of the President or Vice-President as determined by the Executive.

(b) The Past President shall act as the advisor and mentor to the President.

(c) The Past President shall perform such duties as may, from time to time, be assigned by the Board.

38. Secretary

The Secretary shall give or cause to be given notices for all meetings of the Board or the Executive Committee, if any, and of the Members when directed to do so and have charge of the minute books of the Corporation and of the documents and registers referred to in section 300 of the Act. The Executive Director shall act as Secretary**.**

39. Treasurer

(a) The Treasurer shall receive and disburse OCUFA funds subject to financial policies set by the Board.

(b) The Treasurer shall circulate to the Board the audited annual financial report and unaudited quarterly financial reports.

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(c) The Treasurer shall perform such other duties as may, from time to time, be determined by the Board.

40. Duties of the CEO

The CEO shall be known as the Executive Director and shall be the chief executive officer of the Corporation and, subject to the authority of the Board, shall have general supervision of the affairs and business of the Corporation.

The duties, remuneration and terms of service of the Executive Director shall be stated in a contract between the Board and the Executive Director.

41. Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or proposed contract shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon Directors by section 71 of the Act and specifically subject to the provisions contained in that section, it is declared that no Director shall be disqualified from office, or vacate the office, by reason of holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the Director is in any way directly or indirectly interested either as vendor, purchaser or otherwise, nor shall any Director be liable to account to the Corporation or any of its Members or creditors for any profit arising from any such office or place of profit. Subject to the provisions of section 71 of the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any Director shall be in any way directly or indirectly interested shall be avoided or voidable and no Director

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shall be liable to account to the Corporation or any of its Members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship. The Chair of any meeting of the Board or of any committee of the Board shall request any Director of the Corporation or member of such committee, who has declared an interest in any such contract or proposed contract, to be absent during the discussion of and the vote upon the matter and such event shall be recorded in the minutes.

42. For the Protection of Directors and Officers

Except as otherwise provided in the Act, no Director or officer for the time being of the Corporation shall be liable for: (a) the acts, receipts, neglects or defaults of any other Director or officer or employee; (b) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation; (c) the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested; (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person with whom any monies, securities or effects shall be lodged or deposited; (e) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation; or (f) any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or officer's own wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Corporation; provided that nothing herein shall relieve any Director or officer of any liability imposed by statute.

43. Indemnities

Every Director and officer of the Corporation, and his or her executors and administrators, legal representatives, and estates and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation, from and against: (a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and (b) all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Corporation; except such costs, charges and expenses as are occasioned by his or her own wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Corporation.

44. Insurance

Subject to applicable law, the Corporation may purchase and maintain such insurance for the benefit of its Directors and officers as the Board may from time to time determine.

45. Auditor

Unless the Corporation qualifies under an exemption under the Act, the Members shall at each Annual Meeting of Members appoint an auditor to audit the accounts of the Corporation for report to the Members at the next Annual Meeting of Members. The auditor shall hold office until the next Annual Meeting of Members, provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board. The said auditor shall be duly licensed under the laws of Ontario and shall not be a member of the Board or an officer or employee of the Corporation or a partner, employer or employee of any such person.

46. Rules of Procedure

The business of the Confederation shall be governed by standard rules of procedures voted on by a majority of Directors.

47. Amendment of By-Laws

The provisions of the by-laws not embodied in the Letters Patent may be repealed or amended by a by-law enacted by a majority of the Directors at a meeting of the Board and sanctioned by at least 2/3 of the Members voting at a meeting duly called for the purpose of considering the said By-Law.

48. Effective Date and Repeal

The By-Law shall be effective when enacted by the Board and confirmed by the Members. All previously enacted by-laws of the Corporation are repealed upon the enactment of this By-Law. Such repeal shall not affect the previous operation of any by-law or affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent (as defined in the Act) or predecessor charter documents of the Corporation obtained pursuant to, any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the Members and of the Board with continuing effect passed under any repealed by-law shall continue good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

ENACTED by the Board on the day of May, 25, 2019.

President

Secretary

CONFIRMED at a meeting of the Members held on the 19th day of October, 2019.

President

Secretary

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IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT,* R.S.C. 1985, c. C-36, AS AMENDED

Court File No. CV-21-656040-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF LAURENTIAN UNIVERSITY OF SUDBURY

ONTARIO
SUPERIOR COURT OF JUSTICE

Proceeding commenced at Toronto

AFFIDAVIT OF SUSAN WURTELE
(Sworn March 1, 2021)

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Lawyers for the Respondent,
Ontario Confederation of University Faculty Associations

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RESPONDING APPLICATION RECORD OF THE ONTARIO CONFEDERATION OF UNIVERSITY FACULTY ASSOCIATIONS

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