

**SPECIAL BY-LAW "F" REGARDING THE INDEMNIFICATION
OF GOVERNORS AND OFFICERS**

WHEREAS the University's Board of Governors is called upon to make decisions on complex matters, in a context of increasing statutory obligations imposed by governments on public bodies;

WHEREAS Concordia's Governors act for the University on a voluntary basis and should be protected from the financial consequences of actions and decisions made by them in good faith and in the best interests of the University; and

WHEREAS the Board of Governors wishes to establish a new University By-Law for the foregoing purposes, and the present By-Law shall be known as "Special By-Law "F" regarding the Indemnification of Governors and Officers";

BE IT RESOLVED THAT

- 1.1 Concordia University shall indemnify each member of its Board of Governors and each of the Officers of the University as defined in Article 23 of the University By-Laws, as well as his or her agents, heirs, successors or legal representatives, if any, from and against all costs, charges and expenditures incurred by that person:
 - (a) with respect to any action, lawsuit, claim or legal proceedings of a civil or administrative nature, initiated by a third party against that person in connection with any act, deed or matter performed, done or authorized by that person in the exercise of his or her duties or as a result of holding office, including any and all sums paid in settlement of litigation or to execute a Court judgment, except in any case where the person in question committed an act of gross negligence, a fault which is unrelated to the duties of office, or fraud. Concordia University may advance funds with respect to any costs, charges or expenditures so incurred, subject to the obligation of that person to reimburse any sums of money so paid, in the event that the person committed an act of gross negligence, a fault which is unrelated to the duties of office, or fraud;
 - (b) with respect to any action, lawsuit, claim or legal proceedings of a civil or administrative nature, initiated against that person by Concordia University or by any person or body acting on its behalf and in its name, in connection with any act, deed or matter performed, done or authorized by that person in the exercise of his or her duties or as a result of holding office, unless Concordia University is successful therein. Should Concordia University be successful only in part, the Court or adjudicating body shall be entitled to determine the amount of costs, charges and expenditures for which that person shall be indemnified; and

- (c) with respect to any action, lawsuit, claim or legal proceedings of a penal or criminal nature, initiated against that person in connection with any act, deed or matter performed, done or authorized by that person in the exercise of his or her duties or as a result of holding office, if that person was released or acquitted, or if that person had reasonable grounds for believing that his or her behaviour was lawful.
- 1.2 Concordia University shall assume all obligations set out in paragraph 1.1 in relation to any member of its Board of Governors or to any of the Officers of the University, who, upon its request, acts in these capacities for a legal person of which the University is a shareholder or creditor.
- 1.3 The present By-Law constitutes an enforceable undertaking and its provisions are enacted for the benefit of each member of the Board of Governors and each of the Officers of the University who, by the mere fact of acceptance of office, are deemed to have consented thereto.
- 1.4 The amendment or revocation of the present By-Law shall not have the effect of depriving any member of the Board of Governors or any Officer then holding office of any benefit conferred by the present By-Law.

Approved by the Board of Governors on November 23, 1994.