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FOR REPORT**

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**WORLD TRADE UNIVERSITY CANADA
ESTABLISHMENT ACT**

Contents

Section

- [1 Definitions](#)
- [2 Establishment of the World Trade University Canada](#)
- [3 Purposes of the university](#)
- [4 General powers](#)
- [5 Board of trustees](#)
- [6 Duties and powers of the board](#)
- [7 Chancellor](#)
- [8 President](#)
- [9 Academic council](#)
- [10 Advisory committees](#)
- [11 Property](#)

[12 Taxation](#)

[13 Winding up and dissolution](#)

[14 Protection against legal proceedings](#)

[15 Application of other Acts](#)

[16 Power to make regulations](#)

[17 Commencement](#)

WHEREAS the World Trade University initiative was launched on the occasion of the Third United Nations Conference on Least Developed Countries hosted by the European Union Headquarters at the European Parliament in May 2001, with the support of several agencies of the United Nations system, as well as the World Trade Organization, the European Parliament and the Commonwealth Secretariat;

AND WHEREAS the global activities of the World Trade University initiative were recognized by the UN Secretary-General (SG report A/58/319), the General Assembly (GA Resolution 58/220), and the Special Memorandum with the United Nations Conference on Trade and Development as a global mechanism aimed at enhancing and expanding cooperation in international trade and human development in achieving the United Nations Millennium Development Goals;

AND WHEREAS, in accordance with the above initiative, Robert W. M. Birks, Sujit Chowdhury and William C. Found have applied for private legislation in the Province of British Columbia providing for the incorporation, government and administration of the World Trade University Canada as a degree granting institution, and whereas it is expedient to grant the application;

THEREFORE, HER MAJESTY, by and with the advice and consent of the Legislative Assembly of the Province of British Columbia, enacts as follows:

Definitions

1 In this Act:

"academic council" means the academic council of the university established under section 9;

"board" means the board of trustees of the university as set out in section 5;

"chancellor" means the chancellor of the university appointed under section 7;

"president" means the president of the university appointed under section 8;

"Secretariat" means the World Trade University Global Secretariat, a corporation without share

capital incorporated under the *Canada Corporations Act*;

"**university**" means the World Trade University Canada established under section 2.

Establishment of the World Trade University Canada

2 (1) The World Trade University Canada is established as a not-for-profit corporation without share capital.

(2) The university is composed of the members of the board.

Purposes of the university

3 The purposes of the university are as follows:

(a) to offer university education in international trade, economics, business and related subjects;

(b) to offer certificate, diploma and degree programs at the undergraduate and graduate levels;

(c) to offer continuing education in international trade, economics, business and related subjects;

(d) to maintain teaching excellence in the university's academic programs;

(e) to conduct applied research and development in international trade, economics, business and related subjects;

(f) to incorporate global learning experiences into the academic programs.

General powers

4 (1) The university has the powers and capacity of a natural person of full capacity.

(2) The university has the power to grant degrees in its own right and name and to award certificates and diplomas, despite the **University Act**.

(3) The university has the capacity to accept powers and rights concerning its purposes and powers from any lawful authority outside British Columbia.

Board of trustees

5 (1) The initial members of the board of trustees shall be appointed by the Secretariat.

(2) The initial members of the board hold office until the date on which the subsequent members are first elected and appointed under subsection (3).

(3) The subsequent members of the board are

(a) the persons elected in accordance with the bylaws of the university,

(b) the chancellor, and

(c) the president.

(4) A person shall not be considered for election to the board without the prior approval of the Secretariat.

(5) The chancellor and the president are entitled to remuneration from the university for their services as employees or officers of the university, despite their membership on the board.

(6) The board shall, by bylaw, determine the manner and procedure for the composition, election, term of office, filling of vacancies, re-election, retirement, removal and rotation of members of the board, as well as appointment of the chair and meetings of the board.

Duties and powers of the board

6 (1) The management, administration and control of the property, revenue and business affairs of the university, except those matters assigned by this Act to the academic council, are vested in the board.

(2) The board may exercise the powers necessary to carry out its duties and, without limiting the generality of the foregoing, may do the following:

(a) set criteria for determining performance excellence;

(b) establish, maintain, modify or terminate organizational structures, including faculties, schools, institutes, divisions, departments and chairs, as the board considers appropriate;

(c) establish, change or discontinue programs and program areas at the university;

(d) set and determine academic and other qualifications for admission of students to the

university, in consultation with the academic council;

(e) appoint, classify, promote, suspend, transfer, grant leave to, reclassify and remove members of the faculty, professors, members of the teaching and administrative staff, deans of the faculties and schools and any other officers and employees of the university, including pro tem appointments, as the board considers necessary or advisable for the purposes of the university;

(f) fix the number, duties, salaries and benefits of the officers and employees of the university;

(g) delegate those of its powers that it considers proper to the president or to an officer or employee of the university except that a person shall not be delegated a power in paragraph (e) or (f) to exercise in relation to himself or herself;

(h) appoint the committees that the board considers advisable and delegate to any of those committees any of its powers in accordance with the bylaws of the university and discharge any committee as the board considers appropriate;

(i) establish, change or terminate degree, diploma or certificate programs as recommended by the academic council and as the board considers appropriate;

(j) operate joint or co-operative diploma and certificate programs and courses of study with other institutions or organizations on the terms and for the periods of time that the board may determine;

(k) affiliate or federate with other universities, colleges and institutions of higher learning on the terms the board may determine and terminate those federations or affiliations as the board considers appropriate;

(l) plan and implement the physical development of the university;

(m) establish and collect fees and charges for tuition and for services of any kind that may be offered by the university and collect other fees and charges, as approved by the board, on behalf of any entity, organization or element of the university;

(n) regulate the conduct of the members of faculty, teaching staff, students, officers and employees of the university, and of all other persons coming on and using the premises of the university, or deny any person access to the premises of the university unless that person is authorized or required to enter the premises under another enactment or by order of a court;

(o) establish rules regarding the use and occupation of the buildings, grounds and facilities where the university is located, including the control of vehicle and pedestrian traffic on the university campus;

(p) administer funds, grants, fees, endowments and other assets;

(q) provide for student loans, where applicable;

(r) enter into any agreement with any university, college or other institution of learning, or with any person, body or corporation, whether public or private, respecting and providing for co-operation in the exercise of any right, power, privilege or function of the university;

(s) acquire and deal with

(i) an invention or any interest in it, or a licence to make, use or sell the product of an invention, and

(ii) a patent, copyright, trade mark, trade name, trade secret or other proprietary right or any interest in it;

(t) require, as a term of employment or assistance, that a person assign to the university an interest in an invention or an interest in a patent, copyright, trade mark, trade name, trade secret or other proprietary right resulting from an invention

(i) made by that person using the facilities, equipment or financial aid provided by the university, or

(ii) made by that person while acting within the scope of the person's duties or employment, or resulting from or in connection with the person's duties or employment as an officer or employee of the university;

(u) make, amend and repeal bylaws and rules for the conduct of its affairs, provided that any new bylaws, amendments to bylaws and repeal of bylaws shall not come into effect without the prior written approval of the Secretariat;

(v) do and perform all other matters and things that may be necessary or advisable for carrying out and advancing the purposes of the university and the performance of any duty by the board or its officers established by this Act.

(3) If a question arises respecting the powers and duties of the board, academic council, chancellor, president, faculties or an officer or employee of the university that is not provided for in this Act,

- (a) the board shall settle and determine the question, and
- (b) the decision of the board is final.

Chancellor

7 (1) The chancellor of the university is to be appointed by the board, on consultation with the academic council, for a term of up to 4 years, with the prior approval of the Secretariat.

(2) A person appointed under subsection (1) is eligible for one or more appointments as chancellor.

(3) The chancellor is the titular head of the university and shall confer all degrees, honorary degrees, diplomas and certificates but, in the absence of the chancellor or where there is a vacancy in that office, the president shall act in the chancellor's place.

President

8 (1) The president of the university is to be appointed by the board for a term of up to 5 years with the prior approval of the Secretariat.

(2) A person appointed under subsection (1) is eligible for one or more appointments as president.

(3) The president is the vice-chancellor of the university.

(4) The president is the university's chief executive officer and shall generally supervise and direct the operation of the university, members of faculty, officers, employees and students, as well as exercise other powers and duties that may be conferred on or assigned to him or her by the board in a manner consistent with policies and goals established by the board.

(5) Without limiting the generality of subsection (4), the president has the following powers:

- (a) to prepare and submit to the board an annual financial plan, including operating and capital expenditures;
- (b) to establish educational and research plans in accordance with the board's direction;
- (c) to make recommendations to the board respecting any matter referred to in section 6 (1) or (2);
- (d) to establish the committees the president considers necessary or advisable;

(e) to deal with other matters delegated to the president by the board.

(6) The president may delegate a power under subsection (5) to the academic council.

(7) The president shall confer degrees in the absence of the chancellor.

Academic council

9 (1) There shall be an academic council consisting of the following:

(a) the president, who is a co-chair;

(b) the chancellor;

(c) the vice-president of academic affairs of the university, who is a co-chair;

(d) the deans of faculties of the university;

(e) one faculty member from each faculty of the university elected by the faculty members in the manner that they, in joint meeting, determine;

(f) one undergraduate student of the university elected by the undergraduate students of the university;

(g) one graduate student of the university elected by the graduate students of the university;

(h) no more than five other persons appointed by the board in consultation with the president.

(2) The duties of the academic council are to

(a) establish the university's academic policies, in accordance with the direction of the board, and incorporate them in a balanced manner into the university's annual financial and operational plans and expenditures, and

(b) advise and consult with the president and the board with respect to matters of academic concern to the university.

(3) Subject to the approval of the board with respect to the expenditure of funds, and without limiting the generality of subsection (2), the academic council may exercise the following powers:

- (a) set academic and other qualifications for admission to, and continued registration of students to, the university, including the recognition of demonstrable competency;
- (b) set conditions for examinations, including the qualifications that shall be met in order to take examinations, how examinations shall be conducted, how the results of examinations shall be assessed and reported, and all matters relating to examinations and examiners;
- (c) within priorities established by the president and the board, establish, maintain, modify or remove curriculum content for all courses of study, instruction and educational programs, including extension courses;
- (d) award fellowships, scholarships, exhibitions, bursaries, prizes, medals and other marks of academic achievement;
- (e) set terms for student withdrawal from courses, programs and the university;
- (f) deal with student appeals in matters relating to the university;
- (g) set academic standards and standards for determining academic standing or grades;
- (h) set criteria for awarding certificates and diplomas and granting degrees;
- (i) set criteria for recognizing academic excellence;
- (j) establish a code of conduct;
- (k) set other academic policies on matters delegated by the president or the board;
- (l) determine procedures for and policies concerning the qualifications of members of faculty within the university with respect to appointments and promotions;
- (m) consider and co-ordinate long-range academic planning;
- (n) create councils and committees and delegate to them the power and authority to act for the academic council on any matter.

(4) The academic council shall monitor the quality of programs and courses within the guidelines established by the board.

Advisory committees

10 The board, in consultation with the president, may

- (a) establish and appoint advisory committees, consisting of persons some or all of whom are not associated with the university, on terms and for purposes the board considers advisable, and
- (b) refer to an advisory committee any subject or matter that the board considers advisable.

Property

11 (1) The university may acquire, by gift, purchase or any other manner, and hold, for the purposes of the university, property of any kind.

(2) Subject to the terms of any grant, conveyance, gift or devise of land, the university may mortgage, sell, transfer, lease or otherwise dispose of its land.

(3) Subject to the terms of any grant, conveyance, gift or bequest of any personal property, the university may mortgage, sell, transfer, lease or otherwise dispose of its property.

(4) The university may acquire, take and hold all property that may be in good faith

- (a) mortgaged or pledged to it by way of security,
- (b) foreclosed, or conveyed to it in satisfaction of debts previously contracted, or
- (c) purchased at judicial sales on levy for the indebtedness, for the purpose of avoiding a loss to the university or to the owners.

(5) The university may do the following:

- (a) borrow money upon the credit of the university;
- (b) limit or increase the amount of money to be borrowed;
- (c) issue debentures or other securities of the university;
- (d) pledge or sell the debentures or other securities for the amounts and at the prices the board considers expedient;
- (e) secure any debenture, other security or any other present or future borrowing or liability of the university, by mortgage, hypothec, charge or pledge of any currently owned or

subsequently acquired real or personal property of the university.

(6) The board may enter into any agreement or execute any deed or other instrument in the name of the university that the board considers necessary or advisable to carry into effect the provisions of an agreement entered into by the university respecting any matter referred to in this section.

(7) Subject to a contrary intent expressed in a gift, devise, bequest or trust, the *Trustee Act* does not apply to investments made by the board and the board may do the following:

(a) invest or reinvest money belonging to the university and available for investment, or any part thereof, at any time or from time to time as the board in its absolute discretion considers advisable and on the terms it considers advisable;

(b) when investing under paragraph (a), sell, by public or private sale, with or without notice, for cash or on credit or partly for cash and partly on credit, assign, transfer, exchange, pledge, convey or otherwise dispose of or encumber any investment, or any part thereof, at any time or from time to time as the board in its absolute discretion considers advisable and at the price and on the terms it considers advisable;

(c) when investing under paragraph (a), make investments that the board considers advisable, notwithstanding that those investments may not be authorized by law for trustees, on the terms the board considers advisable, provided that the board exercises the care, skill, diligence and judgment that a prudent investor would exercise in making those investments;

(d) to the extent authorized to do so by its bylaws, transfer and entrust any amounts of money belonging to the university and available for investment to any trust company, to be held, controlled, administered and dealt with by the trust company for the time and in the manner that the board may from time to time direct.

(8) When a donation has been made to the university, in trust, or any property is to take effect in the future, the board may accept and exercise any powers of appointment, settlement or distribution with respect to all or part of the income derivable from the property in the interim, and may nominate executors and trustees in the manner provided in the instrument creating the trust.

(9) The board may establish one or more common trust funds or mutual funds, including pooled funds, in which property received by the university under bequests, devises and donations, or received from other registered charities, whether restricted or not, is combined for the purpose of facilitating management and investment.

(10) The board may, by bylaw, make rules concerning the operation of the common trust funds or mutual funds, including pooled funds, which, without limiting the generality of the foregoing, may include the appointment of agents for investment management purposes, the method of valuation

of investments in the funds and the date or dates on which the valuation may be made, the distribution of the income of the funds and the property that may be included in the funds.

(11) The rule against perpetuities and other rules restricting the holding of land do not apply to property of the university.

(12) The university shall be carried on without the purpose of gain, and any profits or other accretions to the university shall be used in promoting its purposes.

Taxation

12 Subject to the regulations, all property owned by the university and used for university purposes is exempt from taxation under the *Community Charter*, the *Local Government Act*, the *School Act*, the *Taxation (Rural Area) Act* and the *Vancouver Charter*.

Winding up and dissolution

13 (1) On the winding up or dissolution of the university, the funds and property remaining after

- (a) payment of all costs, charges and expenses properly incurred in the winding up or dissolution, including the remuneration of a liquidator,
- (b) payment to employees of the university any salaries or wages,
- (c) payment of any debts of the university, and
- (d) setting aside funds necessary to finish student transcripts

shall be distributed to the Secretariat provided that the Secretariat is a registered charity as defined in the *Income Tax Act (Canada)*, or, in the event that the Secretariat is not a registered charity or has been dissolved or has ceased to exist, the remaining property of the university shall be distributed to qualified donees, as defined in the *Income Tax Act (Canada)*, having similar objects as the university, as designated by the board.

(2) For the purposes of distribution under subsection (1), any funds or property originally received for specific purposes must, wherever possible, be distributed to qualified donees concerned with purposes similar to the specific purposes for which the funds or property were received.

(3) The provisions of the *Business Corporations Act* relating to the winding up of a company apply to the university, but wherever there is a reference in that Act to a special resolution, the reference is deemed to be a reference to a resolution of the board.

Protection against legal proceedings

14 (1) An action for damages because of anything done or omitted to be done in good faith under this Act,

(a) in the performance or purported performance of any duty, or

(b) in the exercise or purported exercise of any power

may not be brought against the president, the chancellor, any officer or employee of the university, or any member of the board, academic council or committee established by the board or the president.

(2) Subsection (1) does not absolve the university from vicarious liability for an act or omission for which it would be vicariously liable if this section were not in force.

Application of other Acts

15 (1) Section 5 of the *Offence Act* does not apply to this Act.

(2) The *Business Corporations Act* and the *Society Act* do not apply to the university, except as provided in this Act.

Power to make regulations

16 For the purposes of section 12, the Lieutenant Governor in Council may make regulations, including regulations

(a) establishing additional conditions for the tax exemption, and

(b) limiting university purposes for which the property can be used in order to be exempt from taxation.

Commencement

17 This Act comes into force by regulation of the Lieutenant Governor in Council.

[Return to: [Legislative Assembly Home Page](#)]