

# **ALBERTA FOUNDATION FOR THE ARTS PROCEDURAL BYLAWS**

Approved by:  
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Minister of Culture and Tourism 2015-07-21

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A bylaw to deal with procedure and transaction of business by the Alberta Foundation for the Arts.

## **INTERPRETATION**

Words and expressions defined in the Act have the same meanings when used in the Bylaws.

### **Definitions**

Where used in these Bylaws or in any amendment or supplement hereto, unless the context otherwise requires, the following words and phrases shall have the meanings described below:

1. *"Act"* Means the appropriate Act of the Legislature, which established the Foundation.
2. *"Board"* Means the Board of Directors of the Foundation appointed in accordance with the provisions of the respective Act.
3. *"Branch"* Means the staff unit within the Ministry assigned to carry out the administrative and program requirements of the Foundation.
4. *"Bylaws"* Means this Bylaw and all other Bylaws of the Foundation from time to time in force and effect.
5. *"Chair"* Means the Chair of the Foundation, designated by the Lieutenant Governor in Council, unless specifically referring to a Committee Chair.
6. *"Director"* Means a member of the Board of Directors of the Foundation as appointed by the Lieutenant Governor in Council.
7. *"Executive Director"* Means the Ministry employee designated as Executive Director of the Foundation by the Minister.
8. *"Fiscal Year"* Means April 1 to the subsequent March 31.
9. *"Foundation"* Refers to Alberta Foundation for the Arts.
10. *"Majority of the Directors"* Means half the Directors plus one.

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| 11. " <i>Minister</i> "                 | Means the Minister responsible under the Designation and Transfer of Responsibility Regulation   |
| 12. " <i>Ministry</i> "                 | Means the Government of Alberta Ministry responsible for the Foundation.   |
| 13. " <i>Quorum</i> "                   | A majority of the current Directors shall constitute a quorum for the transaction of business at any meeting of the Board.   |
| 14. " <i>Regulation</i> "               | Means a Regulation made under the Acts, as from time to time amended, and every regulation that may be substituted therein and, in the case of such amendment or substitution, any reference in the Bylaws to the provisions of a Regulation shall be read as a reference to the amended or substituted provision thereof. |
| 15. " <i>Senior Financial Officer</i> " | Means the Senior Financial Officer of the Ministry assigned to carry out the financial requirements of the Foundation.   |
| 16. " <i>Vice-Chair</i> "               | Means the Vice-Chair of the Foundation as designated by the Lieutenant Governor in Council.  |

The Bylaws are subject to the provisions of the Act.

The Bylaws are subject to the provisions of any regulations made by the Minister restricting and regulating the exercise of the Foundation's powers including those outlined in the Mandate and Roles document.

Words in the singular context include the plural and vice versa; gender words include masculine, feminine and neutral genders; the word "person" shall include a corporation, society, and partnership.

The headings used in the Bylaws are inserted for convenience of reference only and do not affect the interpretation of the Bylaws or any part hereof.

Effective Date: The Bylaws after being passed by a majority of the Directors of the Foundation voting in favor thereof, if and only if approved by the Minister.

The Bylaws may be amended or repealed by a resolution of a majority of the Directors of the Foundation voting in favor thereof, if and only if approved by the Minister.

In the case of any conflict between a provision of a Bylaw and a provision of: the Act or a Regulation, a direction of the Minister pursuant to the Act, or a provision of the *Financial Administration Act* or a regulation or direction thereunder, the provision of: the Act or Regulation, the direction of the Minister, or the provision of the *Financial Administration Act* or a regulation or a direction thereunder (as the case may be), shall prevail.

## **ENACTMENT**

The Alberta Foundation for the Arts duly assembled enacts the following to deal with procedure and the transaction of business by the Foundation.

1. From the date of the passing of this Bylaw, only the following rules and regulations shall be observed for the order and dispatch of business in the Foundation and all Committees thereof. All motions, rules or regulations existing and inconsistent with this Bylaw are hereby repealed.
2. This Bylaw shall not be repealed, amended or suspended, except so far as the terms hereof permit. These Bylaws, unless repealed, amended or suspended:
  - a) may be rescinded, altered or amended only by an Extraordinary Resolution of the Board passed by a majority of Directors present and entitled to vote at any meeting called for such purpose. Any meeting at which such Extraordinary Resolution is made must be upon written notice as provided and such notice shall set forth the resolution in written detail and specify the intention to propose the resolution as an Extraordinary Resolution.

A bylaw does not become effective until it is:

- a) passed and signed by a majority of the Directors of the Foundation at a meeting of the Foundation, and approved by the Minister.
3. The Chair shall send or shall cause to be sent to the Minister a true copy of the Foundation bylaws enacted and of all amendments, variations or repeals thereof.

## **EMPLOYEES**

### **Foundation employees**

From time to time, the Foundation may employ such temporary personnel as the Directors shall by resolution deem necessary for the effective and efficient operation of the Foundation.

No person shall be employed by the Foundation except pursuant to a written contract of employment approved by a resolution by the Board.

Such written contract of temporary employment shall include:

- a) the length of the term of employment
- b) the remuneration of the employee
- c) the duties, responsibilities and powers of the employee
- d) the notice and compensation due in case of severance
- e) such additional matters as the Board deems necessary

### **TAX EXEMPTION**

The real and personal property, business and income of the Foundation are exempt from all assessment and taxation made, imposed or levied by or under the authority of any Act of the Legislature, and that exemption extends to any person registered as a charitable organization under the *Income Tax Act* (Canada) who leases, property of the Foundation.

### **AUDITOR**

The Auditor General is the auditor of the Foundation as per the direction of the Financial Administration Act.

### **BOARD OF DIRECTORS**

There shall be a Board of Directors of the Foundation, which shall consist of the Directors appointed by the Lieutenant Governor in Council for the term of office specified in their respective appointments.

#### **Powers of the Board**

For the purpose of carrying out the objects of the Foundation, the Board shall manage the affairs of the Foundation, and shall implement all of the resolutions, exercise all of the powers and do all such acts and things as may be exercised or done by the Foundation and are not by these Bylaws expressly directed or required to be done at a meeting of the Directors or otherwise. The powers and duties of the Board includes, without limiting the generality of the foregoing, the following:

The Foundation may, subject to the Act and responsibilities granted in AFA Authority Matrix,

- a) acquire and dispose of real and personal property;

- b) hold, preserve, maintain, renovate, restore and manage its real and personal property;
- c) enter into an agreement with any person respecting any matter pertaining to the objects of the Foundation;
- d) hire employees, consultants and advisors and determine their duties, terms of employment and remuneration;
- e) make grants in accordance with the bylaws to any person or organization;
- f) make and maintain banking arrangements;
- g) publish, produce and distribute books, pamphlets, videos, films or any other productions that relate to the objects of the Foundation; and
- h) exercise any power or perform any duty given to it by the regulations.

## **DIRECTORS**

### **Appointment of office**

The Directors of the Board of the Foundation are those persons recruited according to the terms in the Mandate and Roles document and appointed by the Lieutenant Governor in Council pursuant to the Act.

### **Duties**

Every Director of the Foundation in exercising his powers, in accordance with the Board approved job description, and discharging his duties shall:

- a) act honestly and in good faith with a view to the best interest of the Foundation and Government; and
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstance.

Responsibilities include, without limiting the generality of the foregoing, the following:

- a) attendance at Board meetings and service on committees;
- b) reviewing and voting on policy and other matters, including the awarding of grants;
- c) make all decisions involving the Foundation's assets and safeguard the Foundation's resources;
- d) reviewing and changing as necessary the bylaws and policies of the Foundation;
- e) participating in the development of the Foundation's business plan;
- f) developing and approving the annual budget; and
- g) acting as a spokesperson for the Foundation and working to enhance relations between the community and the Foundation.

### **Vacancy**

If there is a vacancy among the Directors, a majority of Directors may exercise all of the powers of the Directors.

In addition to the responsibilities set out in the Mandate and Roles Document, the Chair, subject to the overall management and supervision of the Board, shall be charged with the general management and supervision of the affairs and operations of the Foundation including, without limiting the generality of the foregoing, the following:

- a) shall preside and chair all meetings of the Board of Directors;
- b) shall be an ex-officio Director of all committees and shall have all of the powers and privileges;
- c) shall call all meetings of the Board at such time and place as may be required from time to time to transact the business of the Foundation; and
- d) shall have the power to establish committees and appoint Directors to such committees. Such committees shall be advisory to the Board.

### **Vice Chair**

The Vice-Chair shall, in the absence, inability or refusal to act by the Chair, assume the duties of the chairperson and shall, in that event, have all the powers of the chairperson.

### **LIABILITY PROTECTION**

Liability protection is provided by the Government of Alberta to Directors and committee Directors while performing their regular duties on behalf of the Foundation.

### **BANKING AND FINANCE**

The funds of the Foundation shall be deposited in a chartered bank, trust company, credit union or Treasury Branch approved by the Board, or in the Consolidated Cash Investment Trust Fund (CCITF). The Senior Financial Officer will recommend the banking arrangements for Board approval.

The funds of the Foundation shall be administered in accordance with the *Financial Administration Act*.

A financial statement shall be prepared quarterly and presented at the next meeting of the Board.

The Foundation shall prepare a budget annually.

The Financial Statements will be in the format prescribed by the Provincial Government and will include a complete record of Revenues and Expenses, a Balance Sheet, details of Funds and comparatives to budget.

## **MEETINGS, NOTICES, MINUTES VOTES AND ADJOURNMENTS**

### **Meetings of Directors**

Meetings of the Board and any committee of the Board may be held at any place in Alberta or through any means of communication.

In the absence of the Chair at a meeting, the Vice-Chair shall preside. If both the Chair and the Vice-Chair are absent, the Directors may elect one of their number to preside over that meeting. The person presiding over a meeting shall sign the minutes, confirming all resolutions, but shall not act as either Chair or Vice-Chair in their legislated capacity.

The Chair will call meetings, or:

- a) Any five Directors may require the Chair to call a meeting by giving to the Chair notice in writing setting out the reason for requiring such meeting. The Chair shall call the meeting within seven days of the receipt of the notice and give notice to the Directors of the reason for calling the meeting.
- b) The Chair may call a special meeting of the Board without giving notice required above. Such special meeting may be held and may consider and determine such matters as the Chair proposes.

### **Notice of Meeting**

A notice of meeting, together with a tentative agenda and such material as is available that may be useful in preparing for the meetings, shall be sent to each Director of the Foundation seven days prior to the date of the meeting.

### **Notwithstanding the above**

- a) a meeting of the Foundation may be held at any time without notice if all Directors are present or those Directors absent have waived or subsequently waive notice; and,
- b) a notice of the meeting regarding annual reports and budgets shall be given to each Director not less than 30 days before the date of that meeting.

### **Meeting by Telephone or Other Electronic Means**

The Board of Directors or any committee of the Board may have a meeting by means of telephone or other communication facilities. A Director participating in a meeting by such means shall be deemed to be present at the meeting and shall be included in the quorum. Such a meeting of the Board shall be deemed to take place when a quorum of Directors

participates in such a telephone or other communication conference, notice of which was given to the Directors.

### **Minutes**

Accurate minutes of each Board Meeting of the Foundation, including resolutions and decisions of those meetings, shall be taken and transcribed. After each meeting a copy of the minutes approved by the Chair shall be sent to all Directors and these minutes shall be approved at the next scheduled Board Meeting.

The minutes of a meeting shall be deemed to be conclusive following approval of those minutes by the Board.

Each committee of the Board shall keep minutes of the proceedings of each of its meetings and shall submit them to the Board for discussion and adoption at the Board's next meeting.

The minutes of meetings of the Foundation and other committees, and the records of the Foundation shall be available at the head office of the Foundation for inspection by any Director during usual business hours.

### **Motions/Votes**

Except as otherwise provided in this or any other Bylaw, a motion put before the Foundation shall be decided by a majority of votes cast.

Each Director except the Chair shall be entitled to one vote; no vote shall be made by proxy.

The Chair will only vote in the case of a tie vote or when needed to complete a quorum.

Any motion at a meeting of the Foundation, except a motion for adjournment, requires a seconder.

An item of the agenda of a meeting of the Foundation which involves the enactment, amendment, or repeal of a Bylaw, a motion for the enactment, amendment, or repeal of the Bylaw:

- a) shall not be voted on at that meeting unless notice of the motion has been tabled at a previous meeting of the Foundation or has been circulated prior to the meeting; and
- b) shall not be declared carried unless a majority of the Directors then holding office vote in favor of it.

Voting at a meeting of the Foundation shall be by a show of hands, verbal or a means of electronic confirmation, unless otherwise specified in the specific motion before the Foundation.

At any meeting, a declaration by the Chair of the meeting that a resolution has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or portion of votes recorded in favor of or against the motion.

A resolution in writing, signed by the Chair and a quorum of the Board is as valid as if it had been passed at a meeting of the Board and shall be effective as of the date stated in such resolution.

### **Adjournment**

A meeting is to be adjourned if a quorum of Directors is not present.

Any meeting of the Board or of any committee of the Board may be adjourned from time to time, by the Chair of the meeting, by resolution of the Board or any committee of the Board, to a fixed time and place. Any meeting adjourned shall be duly reconstituted if held in accordance with the terms of adjournment and a quorum of Directors is present. The same Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum at the adjourned meeting, the initial meeting shall be deemed to have terminated forthwith after its adjournment.

## **COMMITTEES**

### **Standing Committee Structure**

A Standing Committee shall consist of individuals appointed by the Chair. Standing Committees shall be responsible for the art collection, financial matters, grants and research.

The Board Chair shall designate the chair of each Standing Committee. The duties and powers of each committees is set out in a Committee Terms of Reference as approved by the Board.

## **GENERAL PROVISIONS**

### **Signing of Documents and Instruments**

The Chair, or the Vice-chair in absence of the Chair, or the Executive Director and one other Director in absence of both the Chair and Vice-chair, have the authority to sign in the name of the Foundation all deeds, documents and agreements. Where appropriate the Minister may be a signatory.

### **Expenditure Signing Authority**

The Board, through a resolution of a majority of its Directors, shall declare those individuals, who have the authority to authorize payments for expenditures incurred by the Foundation,

The Board, through a resolution of a majority of its Directors, shall establish the expenditure guidelines and limits that the above-mentioned individuals shall be allowed to operate within.

The individuals and related guidelines and limits shall be defined by the Alberta Foundation for the Arts Authority Matrix, which is approved through a resolution of the Board.

**Program Applications**

Program applications meeting eligibility criteria shall be reviewed by either Department staff or expert panels convened by the Department and the resulting recommendations will be brought to the board for approval. Management shall review all program applications for compliance with program eligibility criteria before they are reviewed and approved by the Board.