

THE ART GALLERY OF ALBERTA

**CONSOLIDATION OF THE ART GALLERY OF ALBERTA BY-LAWS
REFLECTING AMENDMENTS TO AND INCLUDING MAY _____, 2019**

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CONSOLIDATION OF THE ART GALLERY OF ALBERTA BY-LAWS
REFLECTING AMENDMENTS TO AND INCLUDING MAY , 2019

CONSTITUTION

The object of the Art Gallery of Alberta shall be to advance excellent and innovative practice in programming, stewardship, and presentation of visual arts in Western Canada and across the nation. The Art Gallery of Alberta is committed to creating a welcoming, inclusive and engaging environment where all people are motivated to transform their understanding of the world by connecting with the visual arts.

BY-LAW NUMBER 1

BE IT ENACTED as a By-law of the Art Gallery of Alberta as follows:

ARTICLE 1

Definitions and Interpretation

1.1 Definitions

In the By-laws of the Society, unless the context otherwise requires:

- 1.1.1 "Act" means the Societies Act (Alberta);
- 1.1.2 "Society" means the Art Gallery of Alberta;
- 1.1.3 "Board" means the board of directors of the Society;
- 1.1.4 "By-laws" means all subsisting By-laws of the Society, including this by-law, as made or amended from time to time;
- 1.1.5 "Director" means a person who has been duly elected or appointed to the Board;
- 1.1.6 "Member" means a member of the Society;
- 1.1.7 "Special Resolution" means:
 - 1.1.7.1 a resolution passed
 - 1.1.7.1.1 at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - 1.1.7.1.2 by the vote of not less than 75% of those Members who, if entitled to do so, vote in person,

- 1.1.7.2 a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the Members entitled to attend and vote at the general meeting so agree, or
- 1.1.7.3 a resolution consented to in writing by all of the Members who would have been entitled at a general meeting to vote on the resolution in person.

1.2 Interpretation

In this By-law and any other By-laws that may be enacted by the Society, the singular shall include the plural and the plural the singular; the masculine shall include the feminine and "person" shall include firms, partnerships, corporations and societies. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to the statute or section as the case may be.

1.3 Headings

The headings and articles or section numbers appearing in this By-law are inserted only as a matter of convenience and in no way define, limit or describe the scope or intent of the By-law or any one or more of them.

1.4 Internal References

Except where otherwise stated, all references to article and section numbers refer to articles and sections in this By-law.

ARTICLE 2

Members of the Society

2.1 Eligibility

Any person may become and remain a Member upon payment of the fees prescribed from time to time by the Board for that Member's category and upon compliance with the By-laws (including rules and regulations made pursuant to the By-laws). The Board shall decide all questions of eligibility for and of membership in the Society.

2.2 Categories of Members

The Society shall consist of Members and the Board shall establish the categories of Members as it deems fit from time to time.

2.3 Membership Fees

- 2.3.1 The Board shall ensure that the annual and other fees payable by each category of Member are established and the dates on which the fees are payable.
- 2.3.2 The Board may accept a lump sum payment, payment in kind or payment by services in lieu of membership fees.
- 2.3.3 The Board may exempt any category of Members from the payment of membership fees.

2.4 Good Standing of Members

A Member shall be deemed to be in good standing when not in arrears of the payment of any fees or other sums due to the Society.

2.5 Withdrawal and Expulsion of Members

2.5.1 A Member may withdraw from membership by a notice of resignation delivered to the Chair or the Executive Director. No refund of membership fees shall be made.

2.5.2 A Member shall be deemed to have withdrawn from membership upon the failure to pay membership fees or other sums due from time to time to the Society.

2.5.3 A Member may be expelled from membership by a resolution of the Board.

ARTICLE 3 **Meetings of Members**

3.1 Annual General Meeting

The Board shall call an annual general meeting of Members in each calendar year and may at any time call a special meeting of Members, to be held at the City of Edmonton, in the Province of Alberta on a day to be fixed by the Board. At every annual general meeting of Members, the Members shall consider:

- 3.1.1 the financial statements of the Society;
- 3.1.2 the auditor's report;
- 3.1.3 the reports of the Chair, Executive Director and Financial Officer;
- 3.1.4 the election of Directors;
- 3.1.5 the appointment or re-appointment of any auditor; and
- 3.1.6 such other items of business as the Board may determine.

3.2 Special Meetings

The Board shall have the right to call a special meeting of the Members.

3.3 Notice of Meetings

Notice of the time and place of a meeting of Members shall be given or sent not less than 21 days and not more than 50 days before the meeting to each Member, to each Director, to the Executive Director and to the Auditor of the Society. A Member may in any manner waive notice of a meeting of Members. Attendance of a Member at a meeting of Members is a waiver of notice of the meeting except when a Member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Notice of a meeting of the Members called for any purpose other than consideration of the financial statements and auditor's report, if any, the election of

Directors, and the reappointment of the incumbent auditor shall state the nature of the business to be brought before the meeting, in sufficient detail to permit the Members to form a reasoned judgment thereon and shall state the text of any Special Resolution to be submitted to the meeting.

3.4 Quorum

Fifteen Members in good standing personally present or present via electronic means shall constitute a quorum for a meeting of Members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting, notwithstanding that a quorum is not present through the meeting.

3.5 Chairing of Meetings

A meeting of Members shall be chaired by the Chair or, the Vice Chair or, if the Chair or Vice Chair are not present, one of the officers. If the foregoing officers are absent, the Members entitled to vote at the meeting shall choose a chair from among the Directors present.

3.6 Procedure at Meetings

The chair of any meeting of Members shall rule on the procedure to be followed at the meeting in accordance with the rules of procedure adopted by the Board from time to time and the decision on all matters or things relating to procedure shall be conclusive and binding upon the Members.

3.7 Voting

Only Members in good standing seven (7) days prior to a meeting shall be entitled to vote at any meeting of Members, each such Member having one vote. Voting at every meeting of the Members shall be by a show of hands or verbal poll of those present except where, either before or after a show of hands or verbal poll, a ballot is required by the chair of the meeting or is demanded by any person present and entitled to vote at the meeting. A Member may not delegate any voting right or authority nor appoint a proxy holder to vote for that Member.

3.8 Decision on Questions

At every meeting of Members all questions proposed for the consideration of Members shall be decided by a majority of votes, cast by members present, except in those instances in which a Special Resolution is required by the Act or the By-laws. In the case of equality of votes, the vote will be considered lost.

3.9 Persons Entitled To Be Present

The only persons entitled to be present at a meeting of the Members shall be the Members, the Directors, the officers, the Executive Director, the auditor and others who, although not entitled to vote, are entitled or required under any provision of the Act 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 Members. Subject to the Act and the By-law, the chair of any meeting has the right to exclude any person from the meeting or require any person in attendance to leave the meeting.

3.10 Adjourned Meeting

With the consent of the majority of Members present, the chair may adjourn the meeting, with unfinished business, for a period of up to 29 days. If a meeting of the Members is so adjourned, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the time of adjournment of the time and place of the adjourned meeting. 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 it. If a meeting of the Members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

ARTICLE 4

Directors

4.1 Qualification

Any Member shall be qualified for election or appointment as a Director unless that Member:

- 4.1.1 is less than 18 years of age;
- 4.1.2 is of unsound mind and has been so found by a court in Canada or elsewhere;
- 4.1.3 has the status of a bankrupt;
- 4.1.4 has been convicted of an offence under the *Criminal Code of Canada*;
- 4.1.5 is not an individual;
- 4.1.6 is not ordinarily resident in Canada; or
- 4.1.7 is not the person designated to represent a Member who is a firm, partnership or corporation.

4.2 Composition of Board

- 4.2.1 The Society is committed to promoting diversity and inclusion in all aspects of the organization and strives to reflect the diversity of the community it serves in the composition of and membership of the Board.
- 4.2.2 The business and affairs of the Society shall be managed by the Board consisting of not less than 10 nor more than 25 Directors each of whom at the time of that person's election or appointment and throughout that person's term of office shall be a Member in good standing or a person designated to represent a Member in good standing who is a firm, partnership, corporation or society. In addition, the Executive Director described in Article 8 shall be an ex officio member of the Board, without a vote, who shall be absent or withdraw from any meeting of the Board when advised in advance or requested to do so by the chair of the meeting in circumstances where the terms of employment of the Executive Director are to be discussed or for any *in camera* sessions of the Board.

- 4.2.3 All nominations to the Board must be in writing, signed by the nominee and made by members in good standing. All such nominations must be received by the Chair of the Nominations Committee seven (7) days prior to the Annual General Meeting.
- 4.2.4 The City of Edmonton shall be entitled to appoint, from time to time, an advisor to the Board who shall be entitled to notice of and attendance at all meetings of the Board of Directors or Members of the Society. The advisor appointed by The City of Edmonton shall be entitled to speak and participate at all such meetings of the Board and Members, but shall have no voting privileges.

4.3 Term of Elected Directors

Directors shall be elected to serve for a term of 3 years from the conclusion of the annual general meeting at which they are elected until the conclusion of the third annual general meeting following the date of their election. At each annual general meeting the Members will elect or re-elect Directors whose term will expire at the conclusion of that annual general meeting or who have otherwise ceased to be Directors. Directors whose term has expired are eligible for re-election but can serve no more than 3 consecutive terms. The Chair has the discretion to extend the term of a Director for a period of one year where such extension is deemed necessary by the Chair and approved by the Members by election.

4.4 Duties of the Board

Except as provided in the Act and otherwise in the By-law, the powers of the Society shall be exercised by the Board, and the Board shall have all power to manage the business and affairs of the Society. Without restricting the generality of the foregoing, the Board shall:

- 4.4.1 facilitate and promote the objectives of the Society;
- 4.4.2 govern the programs and operations of the Society by the development and adoption of policies pertaining to the acquisition, preservation, exhibition and interpretation of works of art, and any special events and to continually review and revise and maintain the policies in a policy manual;
- 4.4.3 review and approve strategic plans for fulfilling the vision and mandate of the Society;
- 4.4.4 create and define categories of Members, set membership fees and voting rights for each category and generally to promote membership in the Society;
- 4.4.5 maintain and properly protect the assets and property of the Society;
- 4.4.6 approve annual operating and capital budgets consistent with the good management of the Society;
- 4.4.7 pay all expenses of and incidental to the operation and management of the Society;
- 4.4.8 remunerate or indemnify any person for services rendered or liabilities incurred in connection with the affairs of the Society;
- 4.4.9 invest and deal with the monies of the Society, not immediately required, in the securities and in the manner as from time to time may be determined by the Board;

- 4.4.10 finance the operations of the Society and borrow, raise or secure the payment of money in the manner as the Board may, from time to time, deem appropriate;
- 4.4.11 maintain all accounting and financial records of the Society;
- 4.4.12 recommend the appointment of an Auditor of the Society to the Members;
- 4.4.13 acquire works of art in accordance with current Board policies and other assets as may benefit the Society in the pursuit of its objectives;
- 4.4.14 authorize the disposition of works of art in accordance with current Board policies either by loan, gift, exchange, lease, sale or otherwise and of other assets, of the Society;
- 4.4.15 make rules and regulations for the operation of the Society and the use of its facilities and assets;
- 4.4.16 engage, hire and discharge a Executive Director who shall be the chief administrator of the Society;
- 4.4.17 initiate any change in the fiscal year of the Society;
- 4.4.18 appoint legal counsel from time to time;
- 4.4.19 without in any way abrogating or limiting the general responsibility of the Board, delegate its power and duties to the Executive Director or to any Director, officer or committee of Directors.

4.5 Remuneration and Expenses

The Directors shall receive no remuneration for acting as Directors but shall be reimbursed for expenses authorized by the Board and incurred with respect to the business of the Society.

4.6 Vacation of Office

A Director ceases to hold office:

- 4.6.1 upon completion of that Director's specified time;
- 4.6.2 upon the death of that Director;
- 4.6.3 upon the removal of that Director from office by a Special Resolution or by a majority decision of the Board;
- 4.6.4 when that Director ceases to have the qualifications for election or appointment as a Director; or
- 4.6.5 when the written resignation of that Director is received by the Society, or, if a time is specified in the written resignation, at the time so specified, which ever is later.

4.7 Removal of Directors from Office

The Members, by Special Resolution, or the Board by majority decision, may remove any Director from office for just cause, including, but not limited to, a failure of the Director to fulfill the responsibilities and duties outlined in the Code of Conduct of the Society.

4.8 Vacancies

The Board may appoint other Directors to fill any vacancies. The term of the appointed Directors shall be until the conclusion of the next annual general meeting.

4.9 Directors' Personal Interests

A Director who

- 4.9.1 is a party to a material contract or proposed material contract with the Society,
- 4.9.2 is a director or an officer of, or has a material interest in, any person who is a party to a material contract or proposed material contract with the Society, or
- 4.9.3 is a professional artist who becomes directly or indirectly a party to a sale or donation to the Society of one of that Director's works or a work by a member of that Director's family, shall disclose in writing to the Society or request to have entered in the minutes of meetings of Directors the nature and extent of that Director's interest. Such a Director shall not vote on any resolution to approve the contract, the proposed material contract, the sale or donation.

ARTICLE 5 **Meetings of the Board**

5.1 Action by the Board

The Board may transact any business within its power at a meeting at which a quorum is present or by resolution in writing signed by all the Directors who would have been entitled to vote on that resolution at a meeting of the Board.

5.2 Board Action Despite Vacancy

Where there is a vacancy in the Board, the remaining Directors shall constitute, and may exercise all the powers of, the Board so long as a quorum remains in office.

5.3 Meeting by Telephone or Other Communications Facilities

One or more Directors may participate in a meeting of the Board or of a committee of the Board, (as the case may be), by means of telephone or other communications facilities which permit all persons participating in the meeting to hear or communicate with each other, and a Director participating in a meeting by that means is deemed to be present at the meeting.

5.4 Place of Meetings

Meetings of the Board shall be held within the municipal boundaries of The City of Edmonton unless otherwise determined by a resolution of the Board.

5.5 Calling of Meetings

The Board shall meet at least four times a year at the times and places at the call of the Chair or at the request of one third of the Directors.

5.6 Notice of Meetings

Notice of the time and place of a meeting of Directors shall be given or sent to each Director not less than two days before the meeting. A Director may in any manner waive notice of a meeting of Directors and attendance of a Director at a meeting of Directors is a waiver of notice of the meeting except when a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5.7 Adjourned Meeting

Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting. The Chair shall attempt, but shall not be obligated, to notify a Director, absent at an original meeting, of the time and place of the adjourned meeting.

5.8 Quorum

A majority of the elected and appointed Directors shall constitute a quorum at any meeting of the Board. If a quorum is present at the opening of a meeting of the Board, the Directors present may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting.

5.9 Chairing of Meeting

Any meeting of the Board shall be chaired by the Chair or, if the Chair is not present, the Vice Chair, or if the Vice Chair is not present, the Directors shall choose any of the officers to chair the meeting. If all of the foregoing officers are absent, the Directors present shall choose one of their number to chair the meeting.

5.10 Meeting Agenda and Procedure

The chair of any meeting of Directors may establish the meeting agenda and rule on the procedure to be followed at the meeting in accordance with the rules of procedure adopted by the Board from time to time.

5.11 Decision on Questions

At every meeting of the Directors all questions proposed for the consideration of the Directors shall be decided by a majority of votes cast on the question. In the case of equality of votes, the vote will be deemed to be lost.

5.12 Signed Resolution

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board.

ARTICLE 6 **Committees of the Board**

6.1 Standing Committees

The Board shall from time to time determine the standing committees and their terms of reference. As soon as possible after the annual general meeting, the Chair shall appoint Directors to chair, and other Directors to serve on standing committees to serve until the conclusion of the next annual general meeting.

6.2 Ad Hoc Committees

As needs arise, the Chair may appoint a Director to chair and other Directors to serve on ad hoc committees for stated terms, or until the conclusion of the next annual general meeting to advise the Board from time to time on particular matters. The Chair shall dissolve any ad hoc committee that is no longer required following their report to the Board. The chair of the ad hoc committee may appoint additional persons to the committee.

6.3 Composition and Organization

Each committee of the Board shall be headed by a Director appointed by the Chair to be chair of that committee. In addition to Directors and Members, other persons may serve on standing committees or ad hoc committees. The committee shall appoint one of its members or the Executive Director shall appoint a staff person to act as secretary of that committee.

6.4 Quorum

A majority of the Members of any committee present at a meeting shall constitute a quorum.

6.5 Decision on Questions

Only Directors and Members may vote at meetings of the committees. The chair of a committee shall not vote except in the case of an equality of votes, when the chair shall cast the determining vote.

6.6 Constitution of Executive Committee

There shall be an Executive Committee consisting of the Chair, the Vice Chair and the other officers of the Society and such other persons as the Chair may from time to time appoint. The Chair shall chair the Executive Committee. The Executive Director shall attend all meetings of the Executive Committee as an ex-officio member. The Executive Director shall be absent or withdraw from any meeting when advised in advance, during *in camera* discussions of the Executive Committee, or requested to do so by the chair of the meeting in circumstances where the terms of employment of the Executive Director are to be discussed.

6.7 Duties of Executive Committee

The Board may delegate to the Executive Committee any of the powers and duties of the Board except for matters that pertain to items which, under the Act, or by the By-Laws, a committee of Directors has no authority to exercise or are required to be performed by the Board. Unless the Board otherwise determines, the Executive Committee shall:

- 6.7.1 act on any urgent matter not delegated to it by the Board when there is insufficient time or it is otherwise impractical to call a meeting of the Board to consider it;
- 6.7.2 advise the Chair from time to time on matters for or requiring discussion at a meeting of the Board;
- 6.7.3 approve the appointment and instructions of one or more officers to serve with the Chair in the conduct of negotiations leading to the engagement, hiring or discharging of a Executive Director and to receive the results;
- 6.7.4 approve the appointment and instructions of one or more officers to serve with the Chair in the conduct of salary reviews or performance evaluations of the Executive Director and to receive the results;
- 6.7.5 approve the appointment and instructions of one or more Directors, officers, Members, the Executive Director or a representative of the Executive Director to serve with the Chair in the conduct of discussions or negotiations of a sensitive or confidential nature with another party and to receive the results;
- 6.7.6 report at the next meeting of the Board any action taken on matters delegated by the Board or on urgent matters not delegated by the Board; and
- 6.7.7 report to the Board, in appropriately general terms, the results of any negotiations, discussions, reviews or evaluations.

6.8 Executive Committee Business

The Executive Committee shall meet at the call of its chair, record minutes of its proceedings, distribute such minutes to the members of the committee and furnish reports to the Board, at the request of the Chair, at each meeting of the Board. The Chair may invite any other Member to attend a meeting of the Executive Committee. An invited Member shall not have a vote at such meeting. Unless waived by all of the members of the Executive Committee, not less than two days' prior notice of the date, place and time of an Executive Committee meeting shall be given or sent to each member of the Executive Committee.

6.9 Quorum

The quorum for a meeting of the Executive Committee will be 50% of the members in person plus endorsement after the fact from one additional member.

6.10 Governance and Nominations Committee

As soon as possible after the annual general meeting, the Executive Committee shall appoint a Governance and Nominations Committee whose members shall consist of at least three Directors and whose chair shall be a Director, appointed by the Chair. The principal functions of the Governance and Nominations Committee shall be to prepare slates of candidates for election to the Board, to prepare a slate of candidates for the officers of the Society, to make recommendations for the appointments to the Board with an eye to the Board's mandate as described in the Constitution, and to review and from time to time recommend amendments to the Bylaw, policies and procedures of the Society. Members of the Governance and Nominations Committee shall interview candidates for election or appointment to the Board, including those Directors whose term is about to expire and who plan to stand for reelection, as to each candidate's ability and willingness to serve.

6.11 Collections Committee

As soon as possible after the annual general meeting, the Executive Committee shall appoint a Collections Committee whose members shall consist of at least three Directors and whose chair shall be a Director, appointed by the Chair. The principal functions of the Collections Committee shall be to oversee and recommend the acquisition of works of art by the Society as may benefit the Society in the pursuit of its objectives.

6.12 Audit and Finance Committee

As soon as possible after the annual general meeting, the Executive Committee shall appoint an Audit and Finance Committee whose members shall consist of at least three Directors and whose chair shall be a Director, appointed by the Chair. The principal functions of the Audit and Finance Committee shall be to oversee the financial affairs of the Society, and to make recommendations regarding the approval of the annual operating and capital budgets of the Society, the investment and other dealings of the monies of the Society, the borrowing of money, and the annual and financial records of the Society, including the annual financial statements and auditors reports of the Society.

ARTICLE 7 **Officers**

7.1 Election of Officers

The officers of the Society shall be the Chair, the Vice Chair, and four other officers elected from among the Directors. The Board shall elect the officers from among the Directors at the first meeting of the Board following each annual general meeting.

7.2 Chair

The Chair shall supervise the affairs of the Society, preside at all meetings of the Members, the Board and the Executive Committee, make appointments to committees of the Board, make recommendations to and report to the Board and to the annual general meeting and act as ex officio member of all other committees of the Board.

7.3 Vice Chair

The Vice Chair shall provide support to the Chair as deemed necessary by the Chair in supervising the affairs of the Society, and shall, in the absence of the Chair, perform all of the duties of the Chair, and in those circumstances, be vested with all of the authority of the Chair. The Vice Chair shall serve on the Executive Committee. Upon the expiration of the Chair's term, or alternatively, the resignation of the Chair, the Vice Chair shall stand for election to be Chair of the Board.

7.4 Officers

The officers shall serve on the Board of the Society and shall also serve on the Executive Committee. The officers may be appointed by the Chair to chair various committees that support the activities of the Society including, but not limited to, the Governance and Nominations Committee, the Audit and Finance Committee and the Collections Committee.

7.5 Financial Officer

The officer responsible for financial affairs of the Society shall cause the financial records of the Society to be kept in a proper manner and shall report upon the Society's financial position to the Board, the Executive Committee and the annual general meeting or whenever requested to do so by the Chair.

7.6 Board and Committee Minutes

The Chair and the Executive Director shall cause minutes of the meetings of the Members, Directors and the Executive Committee to be made and kept, cause notices of the meetings of the Members, Directors and Executive Committee to be given or sent as appropriate, cause the books and records of the Society to be prepared and kept, and unless otherwise directed by the Board, preserve the seal of the Society.

7.7 Directors May Specify Other Duties

In addition to the duties of any officers specified in the By-laws, the Directors may specify other duties or responsibilities for any or all officers of the Society.

7.8 Term of Officers

The officers shall be elected for 3 years until the conclusion of the first meeting of the newly elected Board following the next annual general meeting. Officers whose terms have expired are eligible for re-election to the Board, but may not hold the office to which they were previously appointed for more than 1 term, unless the Board in its discretion deems it necessary for an officer to hold an office for more than one term.

7.9 Vacancies

Any vacancy arising in any office may be filled by the appointment of the Board of another Director who shall hold such office until the expiry of the term of office being so filled.

7.10 Removal from Office

The Board may remove any officer of the Society, at any time. Until an officer is removed or resigns, that officer shall hold office until a successor to that officer is appointed.

ARTICLE 8 **Executive Director**

8.1 Duties - Executive Director

The Board shall appoint a Executive Director on terms set by the Board. The Executive Director shall be the chief administrator of the Society, responsible to the Board in accordance with a job description as established by the Board and as amended from time to time by the Board.

8.2 Directors May Remove Executive Director

The Board may remove the Executive Director, at any time, subject to any applicable notice and other rights to which the Executive Director in law may be entitled.

ARTICLE 9 **Borrowing Powers**

9.1 Borrowing Powers

For the purpose of carrying out the objectives of the Society, the Society may borrow, raise or secure the payment of money in such manner as the Board thinks fit and in particular by the issue of debentures, provided however, that the debentures shall not be issued without the sanction of a Special Resolution approved by the membership.

ARTICLE 10 **Auditor, Records, Seal and Signing Authority**

10.1 Appointment of Auditor

The Members shall at each annual general meeting appoint an auditor or auditors to hold office until the conclusion of the next annual general meeting. The Board shall cause the auditor or auditors to audit the accounts of the Society within a reasonable period following the end of each fiscal year.

10.2 Inspection of Books and Records by Members

The books and records of the Society may be inspected by Members on reasonable notice to the Executive Director, at the business offices of the Society during such times as the offices are normally open.

10.3 Use of Seal

The seal may only be used with two signatures by either two officers or the Executive Director and an officer of the Society.

10.4 Signing Authority

The Board of Directors shall from time to time by Resolution of the Board, designate persons with such specific or general signing authority as the Board deems appropriate.

ARTICLE 11

Protection of Directors, Officers and Others

11.1 Limitation of Liability

Every Director and officer in exercising their powers and discharging their duties shall act honestly and in good faith with the view to the best interests of the Society and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. No Director or officer shall be liable for the acts, omissions or defaults of any other Director or officer or employees, or for any loss, damage or expense occasioned to the Society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortious or criminal acts or any person with whom any of the monies, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgment or oversight of that person or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of that person's office or in relation to it.

11.2 Indemnity

Subject to the Act, the Society shall indemnify a Director or officer or a former Director or officer, and that person's heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by that person in respect of any civil, criminal or administrative action or proceeding to which that person is made a party by reason of being or having been a Director or officer of the Society, if:

11.2.1 that person acted honestly and in good faith with the view to the best interests of the Society; and

11.2.2 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, that person had reasonable grounds for believing that the conduct was lawful.

The Society shall also indemnify such persons in such other circumstances as the Act permits or requires. Nothing in the By-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of the By-laws.

ARTICLE 12

Miscellaneous

12.1 Amendment of By-laws

By-laws shall not be made, altered, rescinded or added to except by Special Resolution passed by the Members at an annual general meeting or special meeting of the membership.

12.2 Notices

Any notice (which term includes any communication or document) to be given, delivered or served pursuant to the Act or the By-law to any Member, Director, officer, Executive Director or auditor shall be sufficiently served or sent:

12.2.1 if personally delivered to that person; or

12.2.2 if mailed by prepaid ordinary mail to that person at the most recent address of that person recorded in the records of the Society.

12.2.3 If sent by email to that person at the most recent email address of that person recorded in the records of the Society.

A notice given by personal delivery shall be deemed to have been received by the person to whom it is to be given on the day of actual delivery if delivered personally to that person or sent by email. A notice mailed to the address set out in section 12.2.2 shall be deemed to have been received three days following the day when the notice was deposited in a post office or public letter box. The Chair may cause to have changed the recorded address of any Member, Director, officer, Executive Director or auditor in accordance with any information believed by the Chair to be reliable. The signature on any notice may be written, stamped, typewritten, printed or be in a similar electronic form. In computing the date when notice must be given under any provisions requiring a specified number of days notice of any meeting, the deemed date or receipt of the notice shall be excluded and the date of the meeting shall be included.

12.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, Executive Director or auditor, or the non-receipt of any notice by any of those person or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting held pursuant to that notice or otherwise founded on it.

12.4 Waiver of Notice

Any person entitled to attend a meeting may at any time waive any notice, or waive or abridge the time for any notice, required to be given under the Act or the By-laws or otherwise and that waiver or abridgement, whether given before or after the meeting of which notice is required to be given, shall cure any default in the giving or in the time of that notice, as the case may be.

12.5 City Council Intervention

If, for any reason, the Society should be unable, in the judgment of the Municipal Council of The City of Edmonton ("City Council"), to carry on in a responsible manner the operation of the Art Gallery of Alberta as a museum of arts, or should fail to make the facilities and exhibits therein available at reasonable cost to all citizens of The City of Edmonton and visitors to Edmonton, then notwithstanding anything contained elsewhere in the By-law, the City Council may appoint 12 persons as Directors to govern the affairs of the Society and such persons shall appoint from among their number such officers as they consider desirable. During any period that such person have been appointed by city Council, Directors and officers elected or appointed as the case may be by the Members or the Board, shall cease

to hold office until they have also been appointed by City Council and the Members shall have no power to elect Directors or otherwise to govern the affairs of the Society.

ARTICLE 13
Effective Date and Transition

13.1 Transition

To the extent that any amendments made to this By-law, including but not limited to any amendments to the terms of officers or Directors, conflict with any other provisions of this By-law, any such conflicts do not render any provision invalid, and such conflicts shall be resolved by the Board in its discretion.

13.2 Effective Date

This By-law shall come into force on the date specified by the Members.

Enacted by the Members in accordance with the Act as of the day of May, 2019.