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An Act respecting The Macdonald Stewart Community Art Centre

Mr. T. Arnott

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Preamble

The board of trustees of The Macdonald Stewart Community Art Centre, the council of the City of Guelph, the Board of Governors of the University of Guelph, the Upper Grand District School Board and the council of the County of Wellington have applied for special legislation to continue The Macdonald Stewart Community Art Centre, to remove The Corporation of the County of Wellington as a sponsoring body of the Centre, to authorize the board of trustees of the Centre to remove sponsoring bodies in the future, to reduce the minimum size of the Centre's board of trustees, to change the Centre's name to the Art Gallery of Guelph, to modernize the language and powers in the 1978 Act that currently governs the Centre and to repeal that 1978 Act. The Macdonald Stewart Community Art Centre was established by *The Macdonald Stewart Community Art Centre Act, 1978* on the application of The Corporation of the City of Guelph, the University of Guelph, The Wellington County Board of Education and The Corporation of the County of Wellington. The applicants represent that The Wellington County Board of Education is now known as the Upper Grand District School Board and that The Corporation of the County of Wellington no longer wishes to be a sponsoring body of the Centre.

It is appropriate to grant the application.

Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:

Definitions

1. In this Act,

“board” means the board of trustees of the Gallery;

“Gallery” means the Art Gallery of Guelph;

“property” means real or personal property;

“sponsoring bodies” means, subject to the addition, removal or substitution by the board under clause 7 (2) (f), The Corporation of the City of Guelph, the University of Guelph and the Upper Grand District School Board.

Macdonald Stewart Community Art Centre continued as Art Gallery of Guelph

2. (1) The Macdonald Stewart Community Art Centre, which was constituted as a corporation without share

capital under *The Macdonald Stewart Community Art Centre Act, 1978*, is continued as a corporation without share capital under the name Art Gallery of Guelph.

Composition

(2) The Gallery is composed of its members and the members of the board.

Objects

3. The objects of the Gallery are,

- (a) to collect works of art and to maintain and operate an art gallery in order to exhibit them to the public;
- (b) to operate a community art centre for the benefit of the public;
- (c) to conduct education programs in the origin, development, appreciation and techniques of the visual arts for elementary and high school students and the general public, and to provide facilities for the programs;
- (d) to cultivate and advance the cause of visual arts in the City of Guelph, the County of Wellington and the areas surrounding them.

Powers

4. The Gallery has the capacity and the rights, powers and privileges of a natural person, subject to the limitations set out in this Act.

Financial support by sponsoring bodies

5. (1) The sponsoring bodies are not obligated to provide any financial or other support to the Gallery; however, a sponsoring body may provide such financial or other support to the Gallery as it may determine, from time to time, by notice in writing to the board.

Provincial educational grants not available to support Gallery

(2) Grants paid to the Upper Grand District School Board and the University of Guelph out of money appropriated or raised by the Legislative Assembly of Ontario for educational purposes shall not be used to provide financial or other support to the Gallery.

Board

6. (1) The affairs of the Gallery shall be managed by the board.

Same

(2) The board shall be composed of not less than eight and not more than 25 trustees as follows:

1. No more than three persons appointed by the council of the City of Guelph.
2. No more than three persons appointed by the Board of Governors of the University of Guelph.
3. No more than three persons appointed by the Upper Grand District School Board.
4. No more than three persons elected by the members of the Gallery.
5. Such other persons as may be appointed by the other sponsoring bodies, if any, in such number as may be determined by the board, but not more than three persons for each additional sponsoring body.

Same

(3) If at least eight trustees are not appointed or elected under subsection (1), the board may require one or more of the sponsoring bodies to make additional appointments, but in no event may a sponsoring body appoint more than a total of three persons to the board.

Other matters

(4) The term of office of the trustees, their remuneration, re-election, re-appointment and termination, the replacement of vacant positions on the board, the selection of a chair and vice-chairs, the number of trustees required to constitute a quorum and any other matters relevant to the functioning of the board shall be as set out in the by-laws of the board.

By-laws

7. (1) The board may pass by-laws generally for the management of the Gallery and for the conduct and administration of its business and affairs.

Same

(2) Without limiting the generality of subsection (1), the board may pass by-laws,

- (a) governing the use by the public of the Gallery's facilities, property and equipment, including requiring the payment of admission fees and setting the amount of the fees, which may be different for different classes of persons;
- (b) providing for classes of membership in the Gallery and prescribing the qualifications, powers and terms of each class of membership and the fees to be paid for each class of membership;
- (c) providing for and regulating meetings of the members of the Gallery;
- (d) governing the election of trustees to the board by the members of the Gallery under paragraph 4 of subsection 6 (2);
- (e) governing the matters respecting the board described in subsection 6 (4);
- (f) adding, removing or substituting sponsoring bodies and providing for the appointment of trustees by any added or substituted sponsoring bodies.

Additional powers of the board

8. In addition to the powers set out in section 7, the board may,

- (a) fix the number, duties, salaries, qualifications and tenure of office or employment and other benefits of the officers and employees of the Gallery;
- (b) appoint a director of the Gallery, remove the director and provide for the director's retirement and superannuation;
- (c) appoint, hire, promote, transfer or remove other officers and employees as the board considers necessary, and provide for their retirement and superannuation, or delegate such powers to the director of the Gallery;
- (d) appoint an executive committee composed of the chair, a vice-chair and five other trustees and delegate any of its powers to the executive committee;
- (e) appoint other committees composed of trustees that the board considers desirable, and delegate any of its powers to those committees;
- (f) appoint a trustee or trustees of the board, or any other person or persons, to execute on behalf of the board any documents or other instruments in writing;
- (g) enter into agreements with any association or organization to promote the objects of the Gallery;
- (h) enter into agreements with any university, college, school or school board consistent with the objects of the Gallery.

Fiscal year

9. The fiscal year of the Gallery shall be determined by the board.

Powers respecting property

10. The Gallery has, in addition to the powers, rights and privileges referred to in section 92 of the *Legislation Act, 2006*, the power to purchase or otherwise acquire property, to take or receive property by gift, bequest or devise, to hold property actually required for the use and occupation of the Gallery without limitation as to the period of holding any property and to sell, hypothecate, mortgage, pledge, lease or otherwise dispose of property or any part of it, subject to section 16 of this Act.

Borrowing powers

11. (1) Subject to the prior written approval of all the sponsoring bodies, the board may borrow money upon the Gallery's credit, may issue bonds, debentures or other securities of the Gallery and may sell, hypothecate, mortgage or pledge them for such sums or at such prices as the board may consider expedient or necessary.

Same

(2) Subject to section 16 and the prior written approval of all the sponsoring bodies, the board may sell, hypothecate, mortgage or pledge all or any of the Gallery's property, rights or powers to secure any bonds, debentures or

other securities and any indebtedness of or money borrowed for the purposes of the Gallery.

Investment powers

12. The board may invest the Gallery's funds not immediately required for its purposes, and the proceeds of all property that come to the Gallery, subject to any trust or trusts affecting them, in such investments as the board considers proper.

Tax exemption

13. Any real property owned by the Gallery is exempt from taxation for municipal or school purposes, as long as it is actually used and occupied for the purposes of the Gallery.

Property not liable to expropriation

14. Any real property owned by the Gallery is not liable to be entered upon, used or taken by any corporation, except a municipal corporation, or by any person possessing the right of taking real property compulsorily for any purpose, and no power to expropriate real property conferred after July 8, 1966 applies to the Gallery's real property unless the Act conferring the power expressly provides that it does so.

Application of property

15. The Gallery's property, and the income, revenues and profits earned from the Gallery's property, shall be applied solely towards promoting and carrying out the Gallery's objects.

Trust property

16. Nothing in this Act authorizes the board to sell, hypothecate, mortgage or pledge any property given, bequeathed or devised to the Gallery subject to a condition that the property not be sold, hypothecated, mortgaged or pledged.

Annual audit

17. (1) The board shall appoint one or more public accountants to audit the accounts and transactions of the Gallery at least once a year.

Copy to sponsoring bodies

(2) The board shall give copies of the auditor's report to each of the sponsoring bodies.

Reports

Annual report

18. (1) The board shall prepare an annual report on the affairs of the Gallery in the previous fiscal year within six months after the end of that fiscal year.

Copy to sponsoring bodies

(2) The board shall give a copy of the annual report to each of the sponsoring bodies.

Copy to Lieutenant Governor

(3) If requested by the Lieutenant Governor in Council, the board shall give a copy of the annual report to the Lieutenant Governor.

Other reports

(4) The board shall prepare and give to a sponsoring body or to the Lieutenant Governor a copy of any other report requested by that sponsoring body or by the Lieutenant Governor in Council, as the case may be.

Repeal

19. *The Macdonald Stewart Community Art Centre Act, 1978 is repealed.*

Commencement

20. **This Act comes into force on the day it receives Royal Assent.**

Short title

21. **The short title of this Act is the *Art Gallery of Guelph Act, 2014*.**