

2024 ANNUAL GENERAL MEETING (AGM) OF THE ARTS AND HERITAGE FOUNDATION

Package

- A** Notice of AGM
- B** Agenda, May 2, 2024
- C** Minutes from the AGM May 18, 2023
- D** Audited Financial Statements for year ended 31 December 2023
- E** Nominations to the board
- F** Copy of 2018 bylaws to be amended

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2024 Annual General Meeting of the Arts and Heritage Foundation of St. Albert will be held Thursday, May 2, at 6:30 pm at the Visual Arts Painting Studio (inside St. Albert Place, 5 St. Anne Street). for the following purposes:

1. Adopting the agenda
2. Adopting the minutes of the Annual General Meeting held on May 18, 2023
3. To receive the Chair's Report
4. To receive the Management Report
5. To approve the Audited financial statements for the year ended 31 December 2023
6. To appoint auditors
7. To elect Trustees to the Board
8. Special Resolution to amend the bylaws of the Arts and Heritage Foundation of St. Albert
9. To consider any other business as may be properly addressed at the meeting

Join us for:

6:00 pm Registration

6:30 pm Annual General Meeting

7:00 pm Break to enjoy refreshments

7:15 pm Participate in an art class experience. Enjoy our Alberta Landscape Needle-Felting program.

The Annual Report and AGM Package are available on our [website](#).

If you prefer to receive a printed copy, please contact Aimee Lauzon by email at aimeel@artsandheritage.ca or by phone at 780.651.5739.

To ensure quorum and confirm numbers attending, please RSVP by emailing Aimee at aimeel@artsandheritage.ca or fill out our [online form](#) by **Thursday, April 25, 2024**.

ANNUAL GENERAL MEETING

ANNUAL GENERAL MEETING

Thursday, May 2 at 6:30 pm at Visual Arts Painting Studio

AGENDA

1. Call to order
2. Approval of agenda
3. Approval of minutes May 18, 2023
4. Reports
 - Report by Chair
 - Management Report
 - Secretary/ Treasurer Report
 - Approve the Audited Financial Statements for year ended 31 December, 2023
 - Appointment of Auditors for 2024
5. Election of trustees
6. Presentation of gifts to outgoing trustees
7. Special Resolution to amend the bylaws of the Arts and Heritage Foundation of St. Albert
8. Any other business
9. Adjournment

ANNUAL GENERAL MEETING of the ARTS AND HERITAGE FOUNDATION OF ST. ALBERT

Thursday, May 18 at 7 pm at the Little White School (2 Madonna Drive)

ATTENDANCE: 28 guests in attendance (18 voting members, 3 non-voting members and 7 staff)

1. Call to order

- 7:01 pm by Jennifer McCurdy, Chair of the Board of Trustees

2. Approval of Agenda

- Suzanne Richford moved to approve the Agenda, seconded by Max Frank. Carried.

3. Approval of 2022 AGM minutes from June 16, 2022

- Jennifer moved to adopt the AGM minutes, seconded by Frances Gagnon. Carried.

4. Reports

4.1 Report by Chair

Jennifer spoke about the return to regular distribution of AHF exhibitions, events, programs and services. The organization is full speed ahead in serving the community and focusing on the 3 pillars: build for the future, strengthen our network and engage our community. Connecting with our members, volunteers and visitors is vitally important to the organization.

Jennifer thanked the City of St. Albert and other major funders, directing to the Annual Report for the full list of sponsors and donors.

Jennifer thanked the Board of Trustees, thanked Craig Cameron for his previous Chair role, thanked Ahmad for his role as Vice-Chair and Suzanne for her role as Secretary/ treasurer. She also thanked Tim for his commitment to AHF. Jennifer ended by thanking all members for attending the AGM.

4.2 Management Report

Ann spoke about the Poised for Growth motto of 2022 and mentioned the optimism AHF brought over COVID thanks to grants. With those grants staff were able to keep their roles and focused on planning for not only virtual during the pandemic but also how AHF will grow and develop in the future.

Ann mentioned the struggles Finance Director Natacha Stewart had during the 2020 budget due to all the uncertainty the pandemic brought.

AHF joined the digital age in 2022 by going to online shopping via Shopify. The financials reflect the good sales in both Gift Shops, Art Rental and programming. In 2021 AHF started envisioning a new website that would grow the audience, reach more people in the community and be visitor focused on the user experience. Users could now create their own membership portal and sign up for programs, make gift shop purchases and keep track of all your member activity.

Website is better for cross promotion now—all exhibitions are listed together, all field trips are listed together, etc.

Looking at other areas in the cultural sector AHF is coming back strong. Ann mentioned the new River Lot houses that opened during the pandemic and will be open fully this year as new AHF experiences.

Ann spoke of the AU and ICCROM summer school that took place at the school. Ann thanked all the members for attending and all the staff and volunteers for their hard work and support.

4.3 Treasurer's Report

Presented by Suzanne Richford. Suzanne spoke about how getting through COVID was tough but in 2022 AHF has now done very well.

Donations in cash did go down but Art Rental and programming were up in 2022, credit partly to Shopify and kids coming back into classrooms.

Heritage Sites and Community Garden were fully opened again in 2022.

City funding increases and subsidies helped for COVID pandemic. Increase in earned revenue in 2022 left AHF with a surplus. AHF will continue to recoup in 2023–2025. Leona Pritchard asks about restricted funds—they are set aside for specific purposes. Karen Fantin makes a motion to approve the 2022 financial statements. Leona seconds.

Carried.

Suzanne makes a motion to adopt Mowbery Gill as our auditors once more. Tom Thackery approves, seconded by Craig Cameron. Carried.

5. Election of Trustees

The following slate was presented by Craig Cameron:

Tom Thackeray: 2 term Ending 2023
Jennifer McCurdy: 1 term Ending 2023
Ahmad Sanni: 1 term Ending 2023

There were no new nominations from the floor. The slate, as presented, were acclaimed.

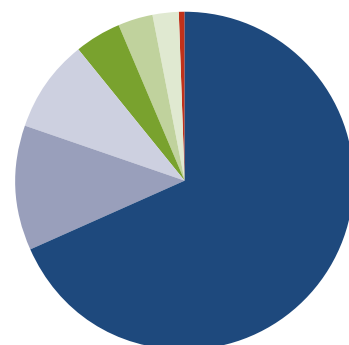
6. New Business
No business was presented.

7. Adjournment
Motion by Tim McFetridge at 7:16 pm. Meeting adjourned.

AUDITED FINANCIAL STATEMENTS FOR YEAR ENDED 31 DECEMBER 2023

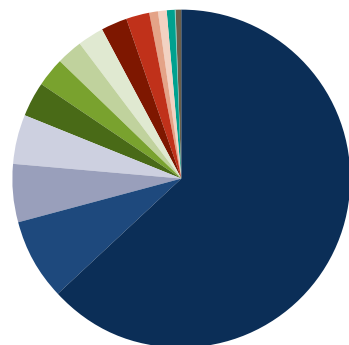
REVENUES

	2023	2022
● City of St. Albert operating grant	1,754,104	1,643,750
● Program + site administration	308,440	226,689
● Other grants	228,366	236,336
● Gift shop, art rental + sales and exhibition sales	110,899	130,220
● Donations, fundraising and sponsorship	89,636	75,702
● Father Lacombe Chapel	60,254	60,211
● Miscellaneous	11,755	7,029
	2,563,454	2,379,937



EXPENSES

● Wages, benefits and contracted services	1,589,890	1,562,676
● Repairs and maintenance	197,597	145,468
● Program supplies and expenses	138,447	122,658
● Office	118,534	142,007
● Rent	85,113	82,163
● Goods purchased for resale	73,047	75,904
● Advertising and promotion	62,931	71,505
● Exhibition supplies and expenses	61,696	54,060
● Utilities and telephone	60,483	61,543
● Father Lacombe Chapel	58,408	55,229
● Insurance	19,765	16,790
● Professional development	17,564	3,488
● Professional fees	17,262	16,946
● Projects	3,264	4,220
● Amortization	16,359	11,694
	2,520,360	2,426,525
Excess (Deficiency) of revenues over expenditures from operations	43,094	(46,414)



OTHER INCOME (expenses)

COVID-19 subsidies	-	100,000
Proceeds on share redemption	-	5,219
Gain on disposal of furniture and equipment	-	4,922
		110,141
Excess of revenues over expenditures for the year	43,094	63,727

For a copy of our full Audited Financial Statements please visit
<https://www.artsandheritage.ca/pages/board-reports>

NOMINATIONS TO THE BOARD

MAX FRANK

As a business-forward proponent, Max has over 35 years of experience in the Alberta marketplace in business (established and start-up), technology, tourism, and education. She has held leadership positions and launched new brands and initiatives such as TELUS, MAWJI Centre and the Edmonton Chamber of Commerce. Max has a reputation as an effective connector, a fluid innovator, and a dynamic marketer, all of which resulted in being named in the Top 100 Business Women in Edmonton in 2013 and received the Customer Experience Award from the Disney Institute and a leadership award from the Canadian Public Relations Society. Her most recent accomplishments are related to the position of Vice-President of Operations and Enterprise Development for Fort Edmonton Park Management Company (FEMCO), where she managed the 165 Million dollar expansion project and the 158-acre asset and its 56 buildings, with the end goal of delivering new experiences to the guests while implementing the corporate strategy of being relevant, accessible, and financially sustainable.

SUZANNE RICHFORD

Suzanne has been a resident of St. Albert for about 34 years. Suzanne is community-minded and appreciates the history and beauty of St. Albert. Her son, Curtis Frederick, worked as a seasonal interpreter at the St. Albert's Historic River Lots + Grain Elevators. Suzanne gained enormous respect for the programs, staff and energy of the Arts and Heritage St. Albert. Suzanne attended and thoroughly enjoyed the Art Gallery of St. Albert's annual fundraisers. She was the Director of Corporate Services for the Alberta Ombudsman / Public Interest Disclosure Offices (2010-2023) and is now retired. Her previous employment includes the Government of Alberta, IBM, Office of the Information and Privacy Commissioner and the University of Alberta. Professional Designations include Chartered Professional Accountant (CPA) and Chartered Institute of Public Finance and Accountancy (CPFA- England). She was also the Treasurer and Board of Directors for the Autism Society Edmonton Area (2013-2016).

JODY SWANSON

Jody L'Hirondelle Swanson was born and raised in Northern Alberta. Jody attended U of A, majoring in Psychology, then Secondary Education. She taught high school in Aspen View and Evergreen Catholic before transitioning into the insurance industry in 2004. She works in commercial insurance and risk management and is licensed in ON, MB, SK, AB, SK, NT, and YK. Jody lives in St. Albert with her Cree Métis francophone family of six. She volunteers for the Rotary Club of St. Albert, Rotary International District 5370, Arts Development Advisory Committee, Leading Stars and Educational Arts Foundation, Royal Canadian Legion, St. Albert Food Bank, Salvation Army and others in the community. In her free time, her activities include pottery, Métis moccasins/beading/embroidery, crafts, Cree language studies, harvesting/hunting, water sports, scuba diving and world travel.

DAVID WOLOSHYN

David has been married for 45 years and has two children and two grandchildren. David has been a resident of St. Albert for over 40 years and has a BSc, BEd, MEd and Senior and Executive Managers Development Program from the University of Alberta. David served for over 43 years as a Teacher, Vice-Principal, Principal, School System administrator and Alberta Education administrator (20 of those years in St. Albert). David had a leadership role in working with colleagues in non-government organizations, Alberta Education and other ministries within the government of Alberta, in different provinces and territories, school superintendents and school boards, and a diversity of stakeholders. Served as regional and provincial President of the Alberta Teachers' Association for the Council on School Administration. Served as the Chairperson of the National Council on Early Child Education. Served as our school authorities representative on the St. Albert RCMP Community Advisory Committee. Developed school authority and government policies, made many presentations and facilitated many workshops and forums. He has volunteered within St. Albert as a hockey and baseball coach, cub and scout leader, St. Albert Parish's Social Justice Chairperson, Paris Council Chairperson, Refugee Committee Chairperson, and Lector. David has received many awards, including three Premier's Awards of Excellence, eight Government ministry awards, the Alberta Teachers' Association Award for Distinguished Service, and the Mel Pool Award of Distinction from Destination Conservation.

Special Resolution to Amend the Bylaws

The proposed changes to the bylaws are to:

- Make the language more inclusive by removing the definition of interpretation of masculine and feminine, and replacing references to he/she with they/their.
- Clarify the role of the Trustees.
- Change of Director to Trustee.

The proposed amendments are shown below and a copy of the bylaws with the changes is attached.

Bylaw 2.2 Masculine and Feminine: words indicating that the masculine gender shall apply to the feminine gender, and vice versa, is deleted.

Bylaw 4.1 (Governance and Management of the Foundation) is changed to read:

The Board of Trustees governs and manages the affairs of the Foundation, through its fiduciary, strategic and generative responsibilities. It is the responsibility of the Board to hire an Executive Director to carry out the management functions under the direction and supervision of the Board.

Bylaw 4.2 iv (Board Composition) is changed to read:

- i. The Immediate Past Chair –
 - a) If the Immediate Past Chair's term as a Trustee has expired, then for a period of one (1) year from the date of them becoming Immediate Past Chair, they may serve as an ex-officio member of the Board with no voting privileges and they will not be counted for quorum.
 - b) If the Immediate Past Chair has time remaining on their term as a Trustee, then they shall hold the position of Immediate Past Chair with voting privileges and be counted for quorum until their term as Trustee expires or for a period of one (1) year from the date of appointment as Immediate Past Chair, whichever happens first.

Bylaw 4.3 (Terms of the Trustees) is changed to read:

The Trustees will be elected or appointed for a two (2) year term for a maximum of three (3) consecutive terms. A Trustee who has served on the Board for three (3) consecutive terms is eligible to serve as a Trustee after a period of one (1) year since they last served as a Trustee.

Bylaw 4.4 iii (Removal of Trustees) is changed to read:

Voting members may remove any Trustee, including the Chair, Vice-Chair or Secretary-Treasurer, before the end of their term. There must be a majority vote at a Special General Meeting called for this purpose.

Bylaw 6.5.3i (Records Management) is changed to read:

A Voting Member wishing to inspect records of the Foundation must give reasonable notice to the Chair or the Executive Director of their intention to do so.

Bylaw 6.5.6vi (Protection and Indemnity of Trustees and Officers) is changed to read:

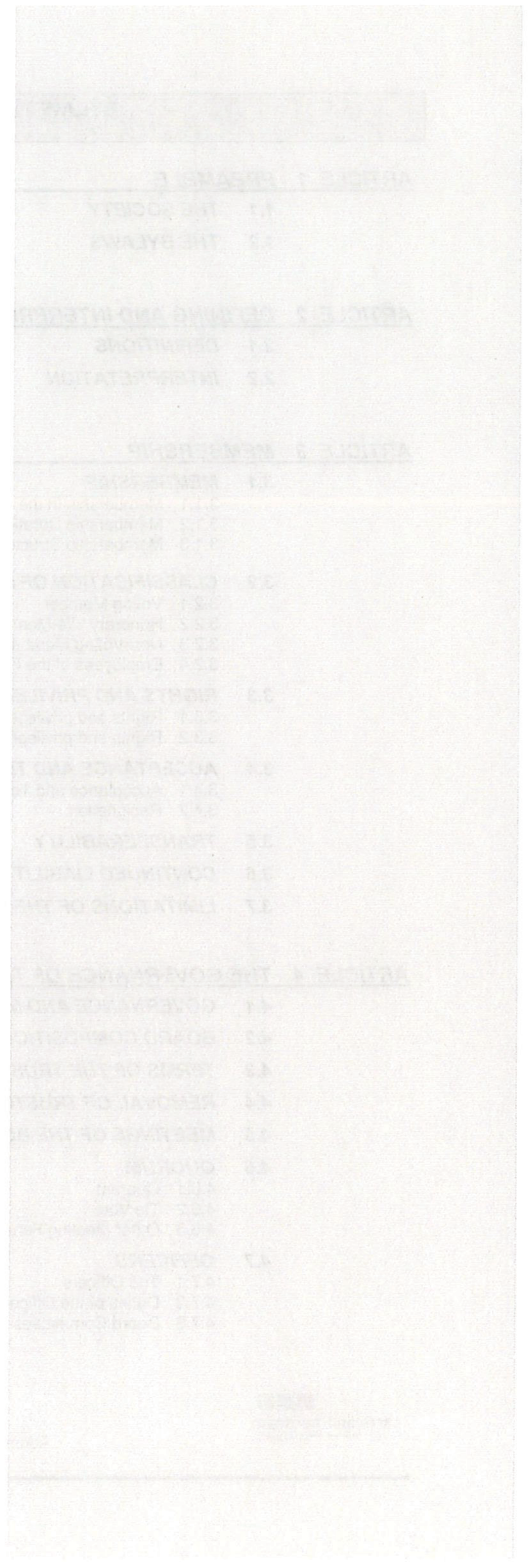
No Trustee or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Foundation, unless the act is fraudulent, dishonest or committed in bad faith.



Arts and Heritage
Foundation of St. Albert

BYLAWS

Adopted May 17, 2018



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- 8.1 DISSOLUTION OF THE FOUNDATION**

ARTICLE 1 - PREAMBLE

1.1 THE SOCIETY

The name of the Society is Arts and Heritage Foundation of St. Albert, which may be known or referred to as the Foundation.

1.2 THE BYLAWS

The following articles set forth the Bylaws of the Arts and Heritage Foundation of St. Albert.

ARTICLE 2 - DEFINING AND INTERPRETING THE BYLAWS

2.1 DEFINITIONS

In these Bylaws, the following words have these meanings:

Act	Means the Societies Act, R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it;
Board	Means the Board of Trustees of this Foundation;
Bylaws	Means the Bylaws of this Foundation as amended;
Foundation	Means the Arts and Heritage Foundation of St. Albert;
Member	Means Voting, Honorary and Non-Voting Members;
Officer	Means any officer listed in ARTICLE 4;
Trustee	Means any person elected or appointed to the Board excluding Ex-Officio and Non-Voting Members.

2.2 INTERPRETATION

Singular and Plural	Words indicating the singular number also include the plural, and vice-versa;
Corporation and Group	Words indicating persons also include corporations and groups;
Liberal Interpretation	These Bylaws must be interpreted broadly and generously;
Headings	Headings are for convenience only and do not affect the interpretation of these Bylaws.

Deleted: Masculine and Feminine Words indicating the masculine gender shall apply to the feminine gender, and vice versa;||

ARTICLE 3 - MEMBERSHIP

3.1 MEMBERSHIP

3.1.1 Membership in the Foundation

Membership in the Foundation will be open to individuals, groups or corporations who subscribe to the Objects, Mission, Vision and Values of the Foundation, upon the payment of the prescribed membership fee.

3.1.2 Membership Duration

Membership is for twelve (12) months and may be terminated if prescribed fees are not paid when due. (Also see 3.4)

3.1.3 Membership Structure and Fees

The Foundation's Board of Trustees shall determine membership structure and fees.

3.2 CLASSIFICATION OF MEMBERS

3.2.1 Voting Member

A Voting Member is a Person(s) who has paid the prescribed membership fees or is an Honorary Life member.

3.2.2 Honorary Life Member

The Foundation at its Annual General Meeting shall be entitled to confer an Honorary Life Membership upon any person(s) recognizing their contributions to the Foundation and its Objects.

An Honorary Life Member shall be a Voting Member.

3.2.3 Non-Voting Member

A Non-Voting Member is any other member of the Foundation.

3.2.4 Employees of the Foundation

Employees of the Foundation are granted a Non-Voting Membership in the Foundation and are not entitled to become Voting or Honorary Life Members.

3.3 RIGHTS AND PRIVILEGES OF MEMBERS

3.3.1 Rights and Privileges of Voting Members

All Voting Members in good standing are entitled to:

- i. Vote;
- ii. Receive notice of General Meetings of the Foundation;
- iii. Attend / participate in General Meetings or Board Meetings upon the recognition of the Chair;
- iv. Participate on Committees of the Foundation;
- v. Entitled to nominate candidates for the Board of Trustees;
- vi. Entitled to be nominated for candidate as a Board Trustee and;
- vii. Exercise other rights and privileges given to Voting Members.

3.3.2 Rights and Privileges of Non-Voting Members

All Non-Voting Members are entitled to:

- i. Receive notice of General Meetings of the Foundation;
- ii. Attend / participate in General Meetings or Board Meetings upon the recognition of the Chair;
- iii. Participate on Committees of the Foundation and;
- iv. Exercise other rights and privileges given to Non-Voting Members.

3.4 ACCEPTANCE AND TERMINATION OF MEMBERSHIP

3.4.1 Acceptance and Termination

Acceptance and termination of Membership will be at the sole discretion of the Board. The Board of Trustees shall have the power to expel a member for nonpayment of dues or for nonsupport of the Foundation as described in Article 3.1.1.

3.4.2 Resignation

Any Voting Member may resign from the Foundation by sending or delivering a written notice to the Chair of the Foundation.

3.5 TRANSFERABILITY

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, is expelled from the Foundation or dies.

3.6 CONTINUED LIABILITY FOR DEBTS DUE

Although a Member ceases to be a Member, by resignation, death, or otherwise, they are liable for any debts they owe to the Foundation at the date of ceasing to be a Member.

Deleted: he/shethey is

3.7 LIMITATIONS OF THE LIABILITY OF MEMBERS

No Member in their individual capacity is liable for any debt or liability of the Foundation.

Deleted: his/her

ARTICLE 4 – THE GOVERNANCE OF THE FOUNDATION

4.1 GOVERNANCE AND MANAGEMENT OF THE FOUNDATION

The Board of Trustees governs and manages the affairs of the Foundation, through its fiduciary, strategic and generative responsibilities. It is the responsibility of the Board to hire an Executive Director to carry out the management functions under the direction and supervision of the Board.

Deleted: strategic planning and policy development

4.2 BOARD COMPOSITION

The Board of Trustees consists of:

- i. A maximum of ten (10) voting members;
- ii. A minimum of six (6) eligible Voting Members elected as Trustees at the Annual General Meeting or Special General Meeting;
- iii. Up to four (4) additional Trustees appointed by the Board from the community at large;
- iv. The Immediate Past Chair –
 - a) If the Immediate Past Chair's term as a Trustee has expired, then for a period of one (1) year from the date of them becoming Immediate Past Chair, they may serve as an ex-officio member of the Board with no voting privileges and they will not be counted for quorum.
 - b) If the Immediate Past Chair has time remaining on their term as a Trustee, then they shall hold the position of Immediate Past Chair with voting privileges and be counted for quorum until their term as Trustee expires or for a period of one (1) year from the date of appointment as Immediate Past Chair, whichever happens first.

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4.3 TERMS OF THE TRUSTEES

The Trustees will be elected or appointed for a two (2) year term for a maximum of three (3) consecutive terms. A Trustee who has served on the Board for three (3) consecutive terms is eligible to serve as a Trustee after a period of one (1) year since they last served as a Trustee.

Deleted: Director

4.4 REMOVAL OF TRUSTEES

- i. Any vacancy on the Board caused by resignation, expulsion or death of a Trustee will be filled by appointment by the Board of Trustees and will serve out the term of the Trustee.
- ii. Subject to the rights, if any, a trustee may be removed with or without cause, by the Board of Trustees, at any regular or special meeting of the board.
- iii. Voting members may remove any Trustee, including the Chair, Vice-Chair or Secretary-Treasurer, before the end of their term. There must be a majority vote at a Special General Meeting called for this purpose.

Deleted: Director

4.5 MEETINGS OF THE BOARD

Meetings of the Board:

- i. The Board holds at least six (6) meetings per year;
- ii. The Chair or designate calls the meetings;
- iii. The Chair also calls a meeting if any two (2) Trustees make a request in writing and state the business of the meeting;
- iv. Any Trustee who fails to attend more than three (3) successive Board meetings without a reason acceptable to the Board of Trustees will be expelled from the Board.

4.6 QUORUM

4.6.1 Quorum

A majority of Trustees including a minimum of one Officer at any Board Meeting is a quorum.

4.6.2 Tie Vote

A tie vote is resolved by the Chair casting an additional vote.

4.6.3 Other Meeting Forums

A meeting of the Board may be held by a conference call or other electronic means provided the means are available to all Trustees. Trustees who participate are considered present for the meeting.

4.7 OFFICERS

4.7.1 The Officers

The Officers of the Foundation shall be:

- i. Chair
- ii. Vice-Chair
- iii. Secretary / Treasurer
- iv. Immediate Past Chair

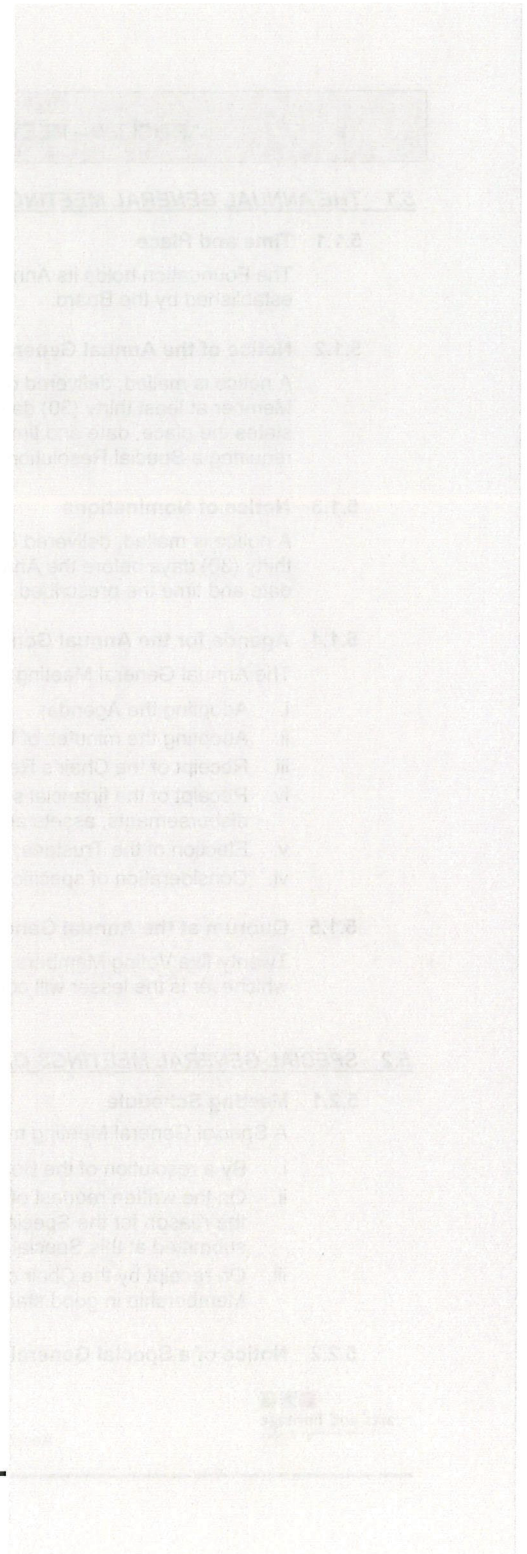
Chair, Vice-Chair and Secretary/Treasurer shall be elected annually from within and by the Board at the first meeting following the Annual General Meeting.

4.7.2 Duties of the Officers

- i. The Chair or designate shall preside at all meetings of the Foundation
- ii. The Chair shall be a member, ex-officio, of all Committees of the Foundation
- iii. The Vice-Chair or designate shall act in the Chair's absence
- iv. The Secretary / Treasurer shall ensure that accurate minutes and financial records are maintained
- v. The Secretary / Treasurer shall present at the Annual General Meeting an audited report on the financial activities of the Foundation

4.7.3 Board Committees

The Board will appoint Committees, and will approve the terms of reference and responsibilities of each Committee. Such Committees may comprise of voting members, non-voting members, the general public or any combination the Board deems necessary.



ARTICLE 5 – MEETINGS OF THE FOUNDATION

5.1 THE ANNUAL GENERAL MEETING

5.1.1 Time and Place

The Foundation holds its Annual General Meeting at a place, day and time established by the Board.

5.1.2 Notice of the Annual General Meeting

A notice is mailed, delivered or sent electronically to each Voting and Non-Voting Member at least thirty (30) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

5.1.3 Notice of Nominations

A notice is mailed, delivered or sent electronically to each Voting Member at least thirty (30) days before the Annual General Meeting. This notice states the place, date and time the prescribed nomination forms are to be received.

5.1.4 Agenda for the Annual General Meeting

The Annual General Meeting deals with the following matters:

- i. Adopting the Agenda;
- ii. Adopting the minutes of the previous Annual General Meeting;
- iii. Receipt of the Chair's Report;
- iv. Receipt of the financial statements, outlining the Foundation's income, disbursements, assets and liabilities and the Auditor's Report;
- v. Election of the Trustees;
- vi. Consideration of specific matters as outlined in the Meeting Notice.

5.1.5 Quorum at the Annual General Meeting

Twenty-five Voting Members or fifteen percent (15%) of the Voting Membership, whichever is the lesser will constitute a quorum.

5.2 SPECIAL GENERAL MEETINGS OF THE FOUNDATION

5.2.1 Meeting Schedule

A Special General Meeting may be called at any time:

- i. By a resolution of the Board of Trustees to that effect; or
- ii. On the written request of a majority of the Trustees. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting; or
- iii. On receipt by the Chair of a petition signed by one third (1/3) of the Voting Membership in good standing, setting forth reasons for such a meeting.

5.2.2 Notice of a Special General Meeting

A notice is mailed, delivered or sent electronically to each Voting and Non-Voting Member at least thirty (30) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

5.2.3 Agenda for the Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

5.2.4 Proceedings at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

5.3 SPECIAL RESOLUTION

Special Resolutions must be submitted to the membership in writing at least thirty (30) days prior to the date of an Annual General Meeting or Special General Meeting, at which time the submissions will be made. A three quarter (3/4) majority of the membership present and authorized to vote shall be required to effect the special resolution.

5.4 ANNUAL GENERAL MEETING OR SPECIAL GENERAL MEETING PROCEEDINGS

5.4.1 Failure to Reach Quorum

The Chair cancels the Annual General Meeting or Special General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled within one month. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the members in attendance.

5.4.2 Presiding Officer

- i. The Chair chairs every Annual General meeting or Special General Meeting of the Foundation.
- ii. The Vice-Chair chairs in the absence of the Chair.
- iii. If neither the Chair nor the Vice-Chair is present within one-half (1/2) hour after the set time, the Voting Members present choose one (1) of the Voting Members to Chair.

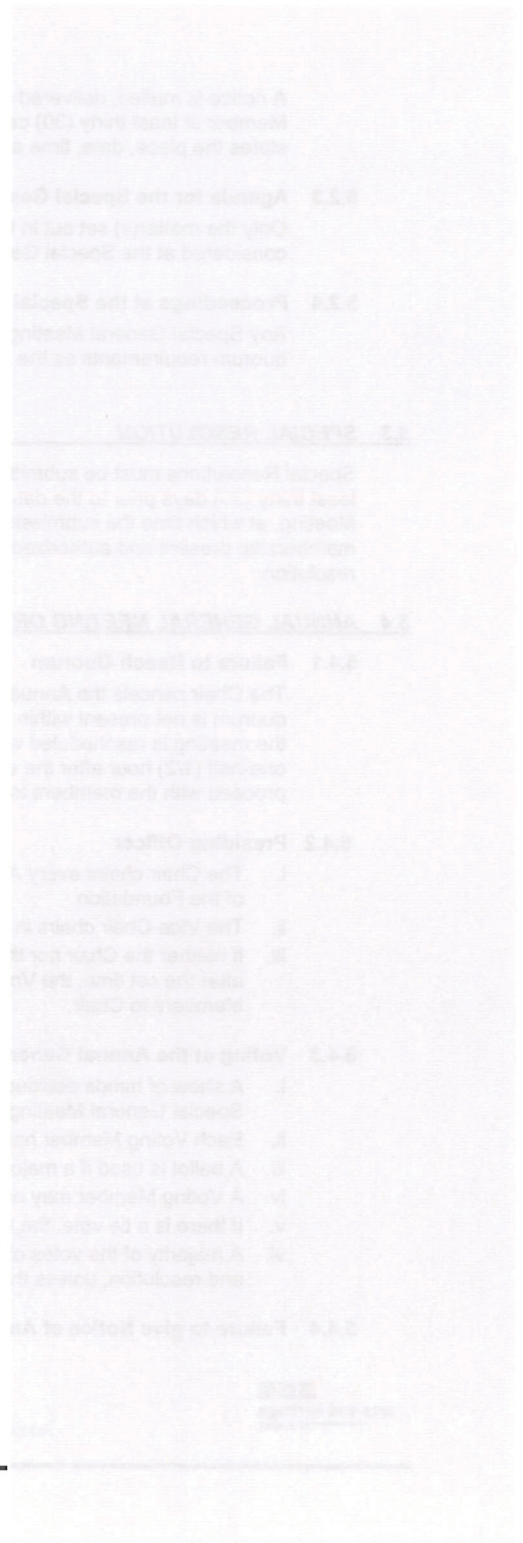
5.4.3 Voting at the Annual General Meeting or Special General Meeting

- i. A show of hands decides every vote at every Annual General Meeting and Special General Meeting.
- ii. Each Voting Member has one (1) vote.
- iii. A ballot is used if a majority of Voting Members in attendance request one.
- iv. A Voting Member may not vote by proxy.
- v. If there is a tie vote, the motion is defeated.
- vi. A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by Special Resolution.

5.4.4 Failure to give Notice of Annual General Meeting or Special General Meeting

No action taken at an Annual General Meeting or Special General Meeting is invalid due to:

- i. Accidental omission to give notice to any Member;
- ii. Any Member not receiving any notice; or
- iii. Any error in any notice that does not affect the meaning of the notice.



ARTICLE 6 – FINANCE AND OTHER MANAGEMENT MATTERS

6.1 THE REGISTERED OFFICE

The Registered Office of the Arts and Heritage Foundation of St. Albert is located in St. Albert, Alberta, Canada.

6.2 FINANCE AND AUDITING

6.2.1 Fiscal Year

The Board will establish the fiscal year of the Foundation.

6.2.2 The Books, Accounts and Records of the Foundation

- i. The books, accounts and records of the Foundation will be audited annually by a qualified accountant.
- ii. The Audited Financial Statement will be presented at the Annual General Meeting.

6.3 SEAL OF THE FOUNDATION

The Board may adopt a seal as the Seal of the Foundation. The seal can only be used by Trustees and staff authorized by the Board. The Board must pass a motion to name the authorized Trustees and staff. The Executive Director or designate will be responsible for keeping the Seal, should the Board decide to adopt one.

6.4 SIGNING AUTHORITY

The Board will pass a resolution to designate the signing authorities for the Foundation.

6.5 RECORDS MANAGEMENT

6.5.1 Minutes

The Secretary/Treasurer ensures that copies of the minutes of the Foundation are kept and that all meetings of the Foundation are recorded.

6.5.2 Original Minute Books

The original Minute Books are kept at the Registered Office of the Foundation. This record contains minutes from all meetings of the Foundation and all other Foundation Committees.

6.5.3 Inspection of Minutes and Annual Financial Statements

- i. A Voting Member wishing to inspect records of the Foundation must give reasonable notice to the Chair or the Executive Director of their intention, to do so.
- ii. Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office of the Foundation, during normal business hours.

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6.5.4 Borrowing Powers

- i. The Foundation may borrow or raise funds to meet its objects and operations.
- ii. The Board may decide the amounts and ways to raise money, including giving or granting security.
- iii. The Foundation may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Foundation.

6.5.5 Payments

- i. No Trustee of the Foundation receives any payment for services as a Trustee.
- ii. Reasonable expenses incurred while carrying out duties of the Foundation may be reimbursed upon Board approval.
- iii. The Foundation does not pay any dividends or distribute its property or assets among its Members.

6.5.6 Protection and Indemnity of Trustees and Officers

- i. Each Trustee or officer holds office with protection from the Foundation.
- ii. The Foundation indemnifies each Trustee or Officer against all costs or charges that result from any act done in the Trustee's role for the Foundation.
- iii. The Foundation does not protect any Trustee or Officer for acts of fraud, dishonesty or bad faith.
- iv. No Trustee or Officer is liable for the acts of any other Trustee, officer or Employee.
- v. No Trustee or Officer is responsible for any loss due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Foundation.
- vi. No Trustee or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Foundation, unless the act is fraudulent, dishonest or committed in bad faith.
- vii. Trustees or Officers can rely on the accuracy of any statement or report prepared by the Foundation's auditor.
- viii. Trustees or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

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ARTICLE 7 – AMENDING THE BYLAWS

7.1 AMMENDING THE BYLAWS

7.1.1 Special Resolution

These Bylaws may be cancelled, altered or added to by Special Resolution at any Annual General Meeting or Special General Meeting of the Foundation.

7.1.2 Notice of Bylaw Amendments

The thirty (30) days notice of the Annual General Meeting or Special General Meeting of the Foundation must include details of the proposed resolution to change the Bylaws.

7.1.3 Acceptance of Bylaw Amendments

The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and acceptance by the Corporate Registry of Alberta.

ARTICLE 8 – DISSOLUTION OF THE FOUNDATION

8.1 DISSOLUTION OF THE FOUNDATION

If the Foundation is dissolved, any general funds or assets remaining after paying all debts are firstly offered to the City of St. Albert. In the event the City of St. Albert does not wish to assume the funds or assets, the Voting Members select a registered and incorporated charitable organization by Special Resolution.

Upon dissolution of the foundation, any gaming assets remaining after paying debts and liabilities to be:

- i. Disbursed to eligible charitable or religious groups or purposes; or
- ii. Transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose approved by the Board