

AMENDED AND RESTATED BY-LAWS

By-law relating to the transaction of the business of the MacKenzie Art Gallery Incorporated.

Dated effective as of June ~~196~~, 20202022

BE IT ENACTED as a by-law of the MacKenzie Art Gallery Incorporated (the "Gallery") as follows:

SECTION 1 - DEFINITIONS

- 1.1. In this By-law and all other by-laws and special resolutions of the Gallery, unless the context otherwise requires:
- (a) "Article" means the Articles of Incorporation of the MacKenzie Art Gallery Incorporated dated August 20, 1985 as from time to time amended, supplemented or restated;
 - (b) "Board" means the Board of Trustees of the Gallery;
 - (c) "By-laws" means this By-law and all other by-laws of the Gallery from time to time in force and effect;
 - (d) "Chair" or "President" means the individual duly elected or appointed to hold the office of the President and Chair of the Board as contemplated in Section 5.5 of these Bylaws;
 - (e) "Executive Director" or "ED" means the senior-most executive officer of the Gallery appointed to such position by the Board of Trustees;
 - (f) "Gallery" means the MacKenzie Art Gallery Incorporated incorporated under *The Nonprofit Corporations Act, 1995* (Saskatchewan);
 - (g) "Meetings of Members" includes any annual or special meeting of members;

- (h) "Members" means members of the Gallery in good standing;
- (i) "the Act" means *The Non-profit Corporations Act, 1995* of Saskatchewan and any Act that may be substituted therefore, and the regulations thereunder as amended from time to time;
- (j) "Recorded Address" means, in the case of a Member, his or her address as recorded in the register of members and, in the case of a Trustee, officer, auditor or member of a committee of the Board, his or her address as recorded in the books of the Gallery;
- (k) "Signing Officer" means a person authorized to sign any instrument on behalf of the Gallery by section 7.3 of these By-laws, or by a resolution passed pursuant thereto; and
- (l) "Trustee" refers to a person that is elected or duly appointed to the Board and has the same meaning as "Director" as defined in *the Act*.

Words and expressions defined in the Act have the same meanings when used herein. Words importing the masculine gender include the feminine and ~~neuter~~ neutral genders and words importing persons include individuals, corporate bodies, partnerships, trusts and unincorporated organizations.

SECTION 2 — PURPOSE

- 2.1. It is recognized that the purpose of the Gallery is to serve the people of Saskatchewan by exhibiting, collecting, preserving and interpreting original works of art for the enrichment of the quality of life and for the establishment and maintenance of an artistic and cultural heritage in Saskatchewan.

SECTION 3 - MEMBERSHIP

- 3.1. There shall be two (2) classes of membership in the Gallery: Voting Members and Non-Voting Members. The Members of each class of membership are described as follows:
 - (a) *Voting Members.* Any individual interested in the aims and objectives of the Gallery shall, upon application in writing and payment of the appropriate fee, be admitted as a Voting Member.

- (b) *Non-Voting Members.* The Board may at any time admit any individual distinguished by contribution to the visual arts or to the object and purpose of the Gallery, or other criteria as determined by the Board from time to time, as a Non-Voting Member.

3.2. *Membership Privileges.* The members shall have the following rights and privileges:

- (a) Voting Members shall be entitled to all of the rights and privileges of membership including the right to one (1) vote and to stand for election to become a Trustee, for the period of one (1) year. Each Member has the right to one (1) vote for the purposes of voting at member meetings.
- (b) Non-Voting Members may attend but may not vote at any annual or special meeting of the members of the Gallery.

3.3. *Other Membership Classes.* From time to time the Board may establish other membership classes and shall determine the rights and privileges thereof.

3.4. *Membership Fees.* Subject to the articles of incorporation and these By-laws, membership classes or categories and fees and membership privileges and benefits (other than those pertaining to the right to vote, the right to become a Trustee, and the right to exemption of fees) shall be established from time to time by the Board. Fees shall be levied annually.

3.5. *Termination and Transfer.* Membership shall not be transferable and shall terminate as follows:

- (a) upon resignation or upon the failure of that member to pay annual dues within ninety (90) days after the due date; or
- (b) upon the death of a member.

3.6. *Memberships in Good Standing.* All members are in good standing except where a member has failed to pay the current annual membership fee by the due date and such membership shall not be in good standing unless and until the membership fee is paid.

SECTION 4 — MEETINGS OF MEMBERS

4.1. *Time and Place of Meetings.* The annual and any other meetings of members of the Gallery must be held:

- (a) at such time on such a day in each year as the Board may determine; and
- (b) in person either at the Gallery or elsewhere in Saskatchewan or exclusively through the use of technology as the Board may determine.

4.2. *Business at Annual General Meeting.* Subject to the Act, an annual general meeting shall be called not later than eighteen (18) months after incorporation and thereafter not later than fifteen (15) months after holding the preceding annual general meeting for the following purposes:

- (a) receiving the reports of the Chair and the Executive Director;
- (b) consideration of financial statements;
- (c) consideration of the auditor's report;
- (d) the election of Trustees;
- (e) the appointment of the auditor for the ensuing year;
- (f) the consideration of any amendments to, additions to or deletions from by-laws made by the Trustees during the preceding year; and
- (g) receiving such other reports and conducting such other business as deemed appropriate.

4.3. *Special Meeting of Members.* The Board may, at any time, call a special meeting of members, and shall call a special meeting of members promptly upon receipt of a written request from at least fifteen (15) Voting Members in good standing.

4.4. *Notice of Meeting.* Notice of the time and place of any meeting of members shall be published as permitted by the Act or sent, not less than fifteen (15) days or more than fifty (50) days before the meeting date:

- (a) To each member entitled to vote at the meeting;

- (b) To each Trustee; and
- (c) To the auditor of the Gallery;

as required by the Act.

The Financial Statements required to be sent to members by the Act need not be published in a newspaper. Financial Statements will be available at the registered office of the corporation to be examined during the usual business hours of the corporation by any person, who may make extracts therefrom free of charge.

A notice of an annual or special meeting of members shall state the purpose(s) for which the meeting is being called.

- 4.5. *Content of Meetings.* If any business other than that set out in section 4.2 is to be transacted at any meeting of members, notice shall be given of the nature of the business and the text of any special resolutions to be submitted to the meeting.
- 4.6. *Error or Omission in Notice.* Any error or omission in giving notice of the annual or any special meeting of any adjourned meeting of members shall not invalidate such meeting or make void any proceedings taken thereat.
- 4.7. *Waiver of Notice.* A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and may at any time ratify, approve and confirm any of the proceedings taken thereat.
- 4.8. *Quorum of Members.* A quorum for the transaction of business in any meeting of members consists of fifteen (15) Voting Members that are present at any meeting. If a quorum is not present within thirty (30) minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by the Chair of the meeting and a quorum at any such adjourned meeting shall be those Voting Members (no less than 15) who are present at such adjourned meeting.
- 4.9. *Adjournments.* Any meetings of the Gallery may be adjourned to any time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Unless members decide otherwise, notice of such adjournment is not required. Such adjournment may be made even if no quorum is present.
- 4.10. *Voting Procedure.* At all meetings of members, every question shall be decided by a majority of the votes of Voting Members present. If the meeting is held in person, every

question shall be decided in the first instance by a show of hands unless a ballot is demanded by any Voting Member. Unless a ballot is demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution. If the meeting is held exclusively through the use of technology, every question shall be decided by a ballot. In case of an equality of votes in any general meeting, whether upon a show of hands or on a ballot, the Chair is entitled to a casting vote.

- 4.11. *Meeting Chair.* The Chair shall preside and act as chairperson at a meeting of the members, provided that: (a) if the Chair is not available, then the Vice-President shall act as chairperson_ at the meeting, and (b) if neither the President or Vice-President is present, then the Voting Members who are present may elect a chairperson to preside and act as chairperson for the meeting.

SECTION 5— BOARD OF TRUSTEES

- 5.1. *Role of the Board.* The Board shall supervise the management of the business and affairs of the Gallery and may exercise all such powers and do all such acts and things as may be exercised or done by the Gallery and which are not by the Act or other statute, the Articles, the By-Laws, expressly directed or required to be done in some other manner.

- 5.2. *Composition of the Board.*

- (a) The Board shall consist of no less than ten (10) persons and no more than seventeen (17) persons and the composition and constitution of the Board shall be subject to the terms and conditions contained in this Section 5.
- (b) The immediately preceding President of the Gallery ("Past President") shall be a member of the Board provided that if, at the relevant time for determining the composition and constitution of the Board in accordance with this Section 5.2, the Past President is not prepared to act or is prohibited from acting as a Trustee then the requirement for the Past President to be a member of the Board shall not apply to the composition and constitution of the Board.
- (c) The Board may include no more than fifteen (154) Trustees who are elected by the Members of the Gallery as hereinafter provided

(the "Elected Trustees"). All Elected Trustees are required to be Members and to meet the qualifications applicable to Members of the Gallery.

(d) The Board may include no more than ~~two-one~~ (12) Trustees~~s~~ who ~~are-is~~ appointed by the Board for special purposes (the "Special Purpose Trustees") subject to the following:

(i) The Board is not required to include ~~any-a~~ Special Purpose Trustees and the decision to appoint any Special Purpose Trustee, and the reason and purpose for such appointment, shall be at the discretion of the Board; and

(ii) The decision to appoint a Special Purpose Trustee shall be decided by a majority of votes of the Trustees and in case of an equality of votes, the Chair will cast the deciding vote.

5.3. *Qualifications of Trustees.* No person shall be qualified for election or appointment as a Trustee if he or she is an undischarged bankrupt, if he or she is mentally incompetent or incapable of managing his or her affairs, if he or she has not attained 18 years of age, or if he or she is not a resident of Saskatchewan.

5.4. *Term of Office — Elected Trustees.* Each Elected Trustee shall hold office for a period of two (2) years and is eligible for re-election three (3) times for a maximum consecutive term in office of eight (8) years as an Elected Trustee. However, where an Elected Trustee has been nominated by the Board to hold the position of President or Vice-President of the Board of Trustees (as the case may be), the maximum consecutive term in office may exceed eight(8) years as Elected Trustee in order to fulfill the Boards nomination for such Elected Trustee to continue in the role as Vice-President, or President (as the case may be). Subject to their right to be re-elected, Elected Trustees shall retire in rotation.

5.5. *Appointment and Term of Office — President.* The Board of Trustees shall elect a President at the first Board meeting following the annual meeting. The term of office of the President shall be for a period of one (1) year. The person elected President shall remain in office as President until the first board meeting following the next annual meeting at which time the term of office the President shall expire. The President shall be eligible for re-election provided however that no person shall serve as President for more than two (2) consecutive terms.

- 5.6. *Appointment and Term of Office and Responsibilities - Vice-President.* The Board of Trustees shall elect a Vice-President at the first Board meeting following the annual meeting. The term of office of the Vice-President shall be for a period of one (1) year. The person elected Vice-President shall remain in office as Vice President until the first board meeting following the next annual meeting at which time the term of office the Vice-President shall expire. The Vice-President shall be eligible for re-election provided however that no person shall serve as Vice-President for more than two (2) consecutive terms. In addition to all other responsibilities of the Vice President, the Vice President shall act in the place of the President in the event of the absence or incapacity of the President. In the event that the President dies, resigns as President or for any reason the office of President is declared vacant, the Vice President shall assume the office of President for the unexpired remaining portion of the term. The assumption of the role of President by the Vice President shall not be considered for purpose of calculating the eligibility of the President to seek a second term as elected President.
- 5.7. *Removal of Trustees.* The Voting Members may, by ordinary resolution at a special meeting, remove any Elected Trustee or Special Trustee from office before the expiration of his or her term of office by resolution passed by a majority of the votes cast at that meeting. A vacancy created by the removal of the Elected Trustee or Special Trustee may, by a majority of votes cast at the meeting, elect a person in his stead for the remainder of his term or, if not so filled, it may be filled according to section 5.9.
- 5.8. *Vacation of Office.* The office of a Trustee shall be vacated upon the occurrence of the following events:
- (a) if a receiving order is made against him or if he makes an assignment under the *Bankruptcy Act*;
 - (b) if any order is made declaring him or her to be a mentally incompetent person or incapable of managing his affairs;
 - (c) if he shall be removed from office by a resolution of members as provided for in section 5.7 hereof;
 - (d) if by notice in writing to the Gallery, he or she resigns his or her office and such resignation, if not effective immediately, becomes effective in accordance with its terms;
 - (e) if he or she loses his or her qualifications or eligibility as a Trustee or as a Director under the Act; or

- (f) if a Trustee is absent from three (3) consecutive meetings of the Board without leave of absence or the approval of the President of the Board shall be deemed to have vacated his office by resignation.

A Trustee ceases to hold office upon death, resignation, election of a successor, disqualification under the Act, or removal in accordance with section 5.7.

5.9. *Filling Vacancies.* Subject to the terms of Section 5.2, where there is a vacancy on the Board and:

- (a) where there is a quorum of the Trustees, the remaining Trustees:
 - (i) may exercise all the powers of the Board; or
 - (ii) may fill the vacancy until the next Annual General Meeting (AGM);
- (b) where there is no quorum of the Trustees, the remaining Trustees shall call a general meeting of the Members for the purpose of electing Trustees to fill any vacancies.

5.10. *Remuneration.* No Trustee shall receive remuneration for services to the Gallery as a Trustee, but may receive indemnification for reasonable expenses incurred or advances made on behalf of the Gallery as a Trustee or officer and remuneration and expenses for services to the Gallery in any other capacity. Such Trustee shall not be entitled to vote upon any resolution of the Board with respect to such remuneration or expenses.

5.11. *Indemnification and Insurance.* Except as provided in Section 111 of the Act, every Trustee and officer of the Gallery, former Trustee or officer of the Gallery or a person who acts or acted at the Gallery's request as a Trustee or officer of a body corporate of which the Gallery is or was a shareholder, a member or creditor, and the heirs and legal representatives of any of the foregoing, shall be indemnified by the Gallery against all costs, charges and expenses, including an 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 Trustee or officer of the Gallery or a Trustee or officer of such body corporate, where:

- (a) he acted honestly and in good faith with a view to the best interests of the Gallery; and

- (b) in a case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.

The Gallery shall, if available on commercially reasonable terms, obtain Directors and Officers liability insurance in such amounts and upon such terms as the Board may determine.

- 5.12. *Trustee's and Officers' Obligations.* Every Trustee and officer of the Gallery shall exercise the powers and discharge the duties of his or her position honestly, in good faith and in the best interest of the Gallery. In connection therewith, the Trustees and officers shall exercise the degree of care, diligence and skill a reasonably prudent person would exercise in comparable circumstances.
- 5.13. *Conflict of Interest, Confidentiality and Code of Conduct.* The Board may establish policies concerning conflicts of interest, confidentiality and codes of conduct and when adopted, the Board of Trustees shall comply with all such policies.

SECTION 6 — MEETINGS OF THE BOARD

- 6.1. *Time and Place of Meetings.* Board meetings may be held at such time and at such places as the Board from time to time determines. A meeting of the Board may be convened by the President or any two (2) Trustees.
- 6.2. *Calling Meetings.* Notice of Board meetings shall be given to each Trustee not less than forty-eight (48) hours before the date of the meeting. Meetings of the Board may be held at any time without formal notice if all of the Trustees are present or those absent waive notice or have signified their consent in writing to the meeting being held in their absence. A Board meeting may also be held, without notice, immediately following the Annual General Meeting of the members provided that a quorum of Trustees is present. If the Board determines a regular day, time and place for a meeting (e.g. the first Thursday of every month, at 4 p.m. at the offices of the Gallery) or sets a schedule, notice of such determination of a regular meeting shall be given to each Trustee no less than forty-eight (48) hours before the first regular meeting, and thereafter no formal notice is required so long as the day, time and place remain unchanged. Notice is deemed sufficient if provided by electronic mail and/or mailed to the Trustee's last address known to the Gallery.
- 6.3. *Regular Meetings.* The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Trustee

forthwith after being passed, but no other notice shall be required for any such regular meeting.

- 6.4. *Adjourned Meeting.* If, within one-half hour after the time appointed for a meeting of the Board, a quorum is not present, the meeting will stand adjourned until such time and at such place as the Chair may determine.
- 6.5. *Errors in Notice, Board of Trustees.* No error or omission in giving such notice for a meeting of Trustees shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Trustee may at any time waive notice of such meeting and may ratify and approve of any or all proceedings taken or had thereat.
- 6.6. *Quorum.* Fifty percent (50%) plus one of the Trustees established pursuant to Section 5.2 shall constitute a quorum for the transaction of business by the Board.
- 6.7. *Attendance by Alternate Means.* Meetings of the Board and Committees shall permit Trustees and committee members to participate by means of telephone or other communicating facilities by means of which all persons participating in the meeting shall hear one another.
- 6.8. *Voting.* Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chair will cast the deciding vote. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without the number or proportion of the votes recorded in favour or against such resolution.
- 6.9. *Resolutions.* A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution. A resolution in writing signed by all of the Trustees is as valid and effectual as if it had been passed in a meeting of the Board duly called and constituted.

SECTION 7 - MISCELLANEOUS

- 7.1. *Officers.* The Board shall designate the officers of the Gallery, appoint as officers persons of full capacity, specify their duties, and delegate to them the powers that the Trustees may lawfully delegate, except powers to do anything mentioned in subsection 102(3) of the Act. The Executive Director of the Gallery from time to time shall be the Chief Executive Officer, responsible to the Board for the operations of the Gallery and the direction of its professional activities.

- 7.2. *Responsibilities of the Board.* The Board of Trustees is empowered to act in the best interests of the Gallery as a whole. The Board of Trustees is empowered to provide directions and to establish policies or procedures not otherwise specifically covered by the By-laws and which are considered to be in the best interest of the Gallery so that the Gallery is achieving its purpose as set out in the By-laws, and the Gallery is appropriately managing risk so as not to jeopardize its long term sustainability. Nothing in the By-laws, including any assignment, reference or delegation of authority by the Board to the Executive Director or any other person, shall absolve the Board from exercising the authority required to meet its responsibility for the conduct of the affairs of the Gallery.
- 7.3. *Cheques, Drafts, Notes, Etc.* All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Officer or Officers or person or persons and in the manner from time to time prescribed by the Board.
- 7.4. *Execution of Documents.* Documents requiring execution by the Gallery may be signed by any two (2) of the President, Vice-President, Executive Director, Secretary, Treasurer or any one (1) of the foregoing together with any one (1) Trustee, and all documents so signed are binding upon the Gallery without any further authorization or formality. The Board may from time to time appoint any Officer or Officers or any person or persons on behalf of the organization, either to sign documents generally or to sign specific documents. The corporate seal of the Gallery shall, when required, be affixed to documents executed in accordance with the foregoing.
- 7.5. *Committees.* There shall be an audit committee comprised of not less than three (3) Trustees of the Gallery, a majority of whom are not officers of the Gallery. No employees of the Gallery may be members of the audit committee. The audit committee shall carry out the duties required of it by the Act. The Board may establish such committees as it from time to time determines necessary or desirable for carrying out the purpose, objectives or operations of the Gallery and in accordance with the terms of reference as approved by the Board. Each such committee shall include one (1) Trustee. The Board shall ensure that it and any acquisitions committee set acquisition policy guidelines in consultation with the Executive Director of the Gallery and the curators, and that acquisitions and disbursement of acquisition endowment funds are within such policy guidelines.
- 7.6. *Books and Records.* The Gallery shall prepare and maintain at its registered office or, at any other place in Saskatchewan designated by the Trustees, those records required by the Act, including the articles, bylaws, amendments thereto, minutes of meetings and resolutions of members, required notices, a security register (if required), an up-to-date

register of members, adequate accounting records, and minutes of meetings and resolutions of the Trustees and any committee thereof.

- 7.7. *Auditor.* The provisions of the Act with respect to auditors shall be observed by the Gallery and by the auditors.
- 7.8. *Seal.* The seal of the Gallery shall be such as the Board of Trustees may by resolution from time to time adopt. Any person authorized to sign any document may affix the seal thereto. The corporate seal shall be kept at the Head Office of the Gallery.
- 7.9. *Fiscal Year.* The fiscal year of the Gallery shall terminate on such date each year as the Board may from time to time by resolution determine.
- 7.10. *Amendment.* The By-laws of the Gallery may be amended or repealed by resolution of the Board. The Board shall submit the by-law or amendment or repeal thereof to the members at the next general meeting of members, who may, by ordinary resolution, confirm, reject or amend the by-law amendment or repeal. The effective date of such bylaw amendment or repeal is governed by the Act.

SECTION 8 - REPEAL

- 8.1. *Replacement of Prior By-laws.* Upon enactment of these amended and restated by-laws and all other by-laws of the Gallery, all former by-laws are hereby repealed.

THE FOREGOING AMENDED AND RESTATED BYLAWS ARE HEREBY ADOPTED BY THE BOARD this ~~13th~~6th DAY OF JUNE ~~10~~, 20220.

President

Vice President

AND CONFIRMED BY THE MEMBERS on ~~JULY-JUNE 27~~13, 20220

President

Vice President