

REGULATION RESPECTING THE GENERAL ADMINISTRATION OF THE MONTRÉAL MUSEUM OF FINE ARTS

PREAMBLE

This Regulation is subject to the Act Respecting the Montréal Museum of Fine Arts (Chapter M-42). It must be interpreted so as to enable the sound and effective management of the Museum's affairs. In case of conflict with this Regulation, the provisions of the Act Respecting the Montréal Museum of Fine Arts shall take precedence.

DIVISION I

DEFINITIONS

1. In this Regulation, unless the context indicates otherwise:

“Act”: means the Act respecting the Montréal Museum of Fine Arts (c. M-42);

“Board”: means The Board of Trustees of the Montréal Museum of Fine Arts;

“Museum”: means the Montréal Museum of Fine Arts;

“Profile of competence and experience”: means the profile established by the Board defining the expertise, the experience and the skills sought from among the trustees in accordance with the law and in light of contemporary issues.

DIVISION II

MEMBERS OF THE MUSEUM

2. CATEGORIES OF MEMBERS

The membership categories as well as the contribution amounts due on an annual basis for each of these categories are established henceforth:

Category 1 “Avant-garde”: scale from \$25 to \$ 100

Category 2 “Solo”: scale from \$75 to \$300

Category 3 “Duo”: scale from \$100 to \$400

Category 4: “Trio”: scale from \$125 to \$500

Category 5 “Quattro”: scale from \$140 to \$750

As a matter of governance of the Museum, there shall be two types of membership holders:

- 1) "Member of the Museum": means a person holding a valid membership with the Museum and who is the primary holder of the membership. The membership holder shall be entitled to various privileges related to the Museum's activities and shall have the right to vote at general meetings of members. Only the primary holder of the membership shall have the right to vote. A person whose membership was valid on January 1st of the current year and remains valid on the date on which the membership status is determined shall be considered a member for the purposes of this Regulation.
- 2) "Friend of the Museum": means a person holding a valid membership with the Museum but who is not the primary holder of the membership. In this regard, the person shall be entitled to various privileges related to the Museum's activities but shall not have the right to vote at meetings of members.

DIVISION III MEETINGS OF MEMBERS

3. The annual general meeting of the members of the Museum shall take place in Montréal at the time and place determined by the Board, or by videoconference in case of exceptional circumstances.
4. At the annual general meeting, the members of the Museum shall:
 - (1) receive the reports of the director and the Chair of the Board;
 - (2) examine the balance sheet of the Museum, the statement of revenue and expenditure and the auditor's report;
 - (3) elect the trustees, when appropriate, in accordance with the parameters for the composition of the Board as defined by the Act and the Profile of competence and experience adopted by the Board;
 - (4) appoint an auditor;
 - (5) discuss any other question submitted to the meeting.
5. The election of Trustees will be subject to the following procedure:
 - a) Where the general meeting must elect a trustee at its next annual general meeting, the Governance and Ethics Committee shall, not less than 60 days before the meeting, send in writing to the Board the name of the member of the Museum it recommends as a candidate for the position of trustee.

- b) The Board shall state in the notice calling the annual general meeting whether an election for the position of trustee will be held. The number and names of any candidates, and the term of each position may be set out in any other document, in paper or electronic format, provided that the information is communicated to members not less than 30 days before the annual general meeting is held.
- c) A member of the Museum may also submit the candidacy of another member for the position of trustee by sending to the Board, not less than 20 days before the annual general meeting, a written proposal indicating the name of that person, and establishing that the person has been a member of the Museum for a period of at least two years preceding the date set for the meeting. The proposal must be consistent with the profile of one or more of the candidates presented by the Governance and Ethics Committee for election to the Board, in order to respect the parameters for the composition of the Board as defined under the Art and in the Profile of competence and experience adopted by the Board. The proposal shall be signed by no fewer than 15 members entitled to vote at the meeting and shall include the written consent of the member whose candidacy is submitted.

The Governance and Ethics Committee shall conduct a due diligence review of the candidacy that has been submitted before posting the candidacy at the head office of the Museum. The Committee shall ensure that the candidacy complies with the requirements of the Act, the Profile of competence and experience and any other criteria it determines to be appropriate in the circumstances. The Governance and Ethics Committee may refuse a candidacy proposed by a member of the Museum if it does not meet the conditions of this section.

No member of the Museum may be a candidate for the position of trustee if their candidacy has not been proposed in accordance with this section.

- d) At the annual general meeting, the Chair of the Governance and Ethics Committee shall propose the candidates recommended by the Committee and, if applicable, any candidates proposed by members of the Museum;
 - e) Where there are more candidates than vacant positions, the election of trustees shall be by ballot and the candidates receiving the most votes in respect of each of the specified profiles, determined on the basis of the parameters governing the composition of the Board, shall be declared elected to the Board. If the number of candidates equals the number of vacant positions, the Chair shall declare the candidates put forward elected.
6. The quorum for a meeting of the members of the Museum shall be 35 members having the right to vote.
 7. A meeting of the members of the Museum shall be called annually by the Board. The notice of meeting shall be addressed to each member in good standing with a right to

vote and shall be sent to their electronic address entered in the registers or by ordinary mail when the member in good standing does not have an electronic address, not less than 30 days before the date fixed for the meeting.

8. A member may not vote by proxy.
9. At any meeting of members of the Museum, unless a count is requested, the Chair's declaration that a resolution has been passed or defeated and an entry in the minutes to that effect shall be evidence of such a fact and evidence of the number or proportion of votes recorded shall not be required. Subject to the Act and the regulations, decisions at a meeting of members shall be made by a majority of the members present and qualified to vote.
10. A special meeting of the members of the Museum may be called at the request of the Chair of the Board or at the written request of at least 5% of the members or 500 members, whichever number shall be the lowest.

The request shall state the matters that will be submitted to the members for consideration at the special meeting. Only the matters stated in the notice of meeting may be submitted and dealt with at the meeting.

DIVISION IV BOARD OF TRUSTEES

11. The Board shall meet as frequently as the interest of the Museum requires, and not less than 4 times during each fiscal period of the Museum. The Chair of the Board may fix the dates at which the meetings of the Board will be held or cancel them, as required. These dates shall be established so as to provide reasonable notice to the trustees.

Following the approval of the schedule of meetings by the Chair of the Board, a copy shall be sent to each trustee. This schedule shall constitute a notice of meeting for each scheduled meeting and no other notice will be sent.

12. Meetings of the Board shall be held at the head office of the Museum or at any other place determined by the Board, or shall be held virtually in exceptional circumstances or the event that a Board member may not attend in person.
13. Notice of any special meeting of the Board shall be sent by the Chair not less than 7 days before the date of the meeting to each trustee at the trustee's address entered in the register of the Museum.

In case of emergency, as determined by the Chair, the notice may be sent not less than 24 hours before the holding of the meeting.

14. A meeting of the Board that is not included in the approved schedule of meetings may be held without notice of meeting if all of the trustees are present and so agree or if all of the absent trustees have consented to the holding of the meeting or ratified it thereafter.
15. The Board may, without notice and if quorum is met, hold a meeting immediately after the annual general meeting of the members.
16. If all of the trustees so agree, a meeting of the Board may be held with the assistance of means that allow all participants to communicate orally with one another, in particular by telephone or videoconference. The trustees shall then be deemed to have attended the meeting.
17. A resolution bearing the signature of all trustees in office shall have the same effect as if it had been adopted at a meeting of the Board. Such resolution shall be kept with the minutes of the proceedings of the Board.
18. Only trustees may take part in meetings of the Board. The Board may, at the Chair's invitation, admit any person as an observer. The Chair of the Foundation of the Museum shall be invited *ex officio* to all the meetings of the Board.
19. The proceedings of the Board shall be confidential, but the Board may expressly relieve a trustee or a person of such obligation.
20. The position of trustee shall not be remunerated.
21. The Museum shall take over the defence of a trustee or officer against whom proceedings are brought by a third party for an act done in the discharge of their duties. In addition, the Museum acknowledges that each trustee, officer or other mandatary has accepted their position subject to the express condition and in consideration of the Museum's undertaking to indemnify them for all damages suffered by them and to reimburse them for all reasonable expenses incurred by them as a result of, or with respect to the performance of their duties.
22. Every trustee, officer and other mandatary, as well as their heirs and legal representatives, shall, as needed and at all times, be indemnified and held harmless, from the Museum's funds, from and against the following:
 - (a) all costs, charges and expenses of any kind whatsoever assumed or incurred by such director, officer or other mandatary in or with respect to any action, suit or proceeding which is instituted against them or in respect of any act, deed or thing made, done or permitted by them in or for the performance of their duties; and
 - (b) all other costs, charges and expenses assumed or incurred by him in or with respect to the affairs of the Museum, except as provided in subparagraph (1) of this section.

When the Museum acts in accordance with section 21 and this section

(1) in civil proceedings, it shall pay any damages resulting from the act done, except where the negligence of the trustee, officer or mandatary was either gross or personal to themselves and separable from the discharge of their duties;

(2) in a penal or criminal prosecution, it shall pay the expenses of its trustee, officer or mandatary only if they had reasonable grounds to believe that their conduct complied with the law or if they were discharged or acquitted.

23. Regarding the constitution by the Board of art acquisition committees:

(1) In addition to the director, an art acquisition committee shall be composed of 5 to 10 members, at least 1 of whom must be a trustee.

(2) The Chair of the committee may be a trustee, and its members may be trustees or members of the Museum.

(3) The Chair of the Board shall appoint a candidate to chair each committee from among its members. Each member of the committee shall be appointed for a renewable term of one year.

(4) Members of the art acquisition committees who are not members of the Board shall review and sign the Code of Ethics of the Board and respect the confidentiality of discussions.

24. A permanent or temporary advisory committee established by the Board shall be governed by the following provisions:

(1) the chair of the committee shall be a trustee and the members of the committee shall be trustees or members of the Museum;

(2) the committee shall be composed of 3 to 10 members, excluding the Director;

(3) members of the committee shall be appointed for a renewable term of one year, or remain in office until they are replaced;

(4) members of the committee may be removed from office by a resolution of the Board;

(5) any vacancy on the committee shall be filled by the Board;

(6) the Chair of the Board shall appoint a candidate as chair of each committee from among its members;

(7) members of all committees who are not members of the Board shall review and sign the Code of Ethics of the Board and respect the confidentiality of discussions.

25. The proceedings of a permanent or temporary advisory committee shall be governed by the following provisions:

(1) meetings shall be called by the chair of the committee as frequently as the interest of the Museum requires;

(2) reasonable notice of each meeting of a committee shall be given to each member;

(3) the quorum of a committee shall be the majority of its members;

(4) a committee shall report on its proceedings to the Board;

(5) a committee shall comply with the rules and procedures established by the Board.

DIVISION XI

OTHER ADMINISTRATIVE MEASURES

26. A deed, contract or other document directly related to funds allocated to a budget item or not involving disbursements by the Museum shall bind the Museum or shall be imputed to it only if it is signed by any person designated by the Board for such purpose.

27. The Board shall designate by resolution the persons who may execute true copies of the resolutions of the Board.

28. The Board shall determine by resolution the banking or financial institutions with which all of the financial operations of the Museum may generally be transacted.

In the same manner, the Board shall authorize by resolution any trustee, officer, employee or person to make, draw up, sign, accept, endorse or execute any deed or document related to its banking affairs.

Adopted at the Annual Meeting of Members
June 28, 2022