

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

[R.R.Q., c. M-42, r. 1.]

(R.S.Q., c. M-42, s. 10)

DIVISION I

INTERPRETATION

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

“Act”: means the Act respecting the Montréal Museum of Fine Arts (R.S.Q., c. M-42); (*loi*)

“company”: means a company or corporation other than the Corporation of the Montréal Museum of Fine Arts; (*société*)

“Corporation”: means the Corporation of the Montréal Museum of Fine Arts; (*Corporation*)

“educational institution”: means an institution providing teaching at the elementary, secondary, college or university level, under the jurisdiction of the Ministère de l'Éducation or recognized thereby; (*institution d'enseignement*)

“person”: means a natural person; (*personne*)

“spouse”: means a person married to a member of the Corporation or residing permanently with a member and publicity held out to be his spouse; (*conjoint*)

“student”: means a person registered full-time in an educational institution and whose principal occupation is taking thereat a course of study that is recognized by the Minister of Education and lasts at least 13 weeks per session. (*étudiant*)

O.C. 507-86, s. 1; S.Q. 1988, c. 41, s. 92; S.Q. 1993, c. 51, s. 72; S.Q. 1994, c. 16, s. 52.

DIVISION II

MEMBERS

2. The members of the Corporation shall be divided into 4 categories:

(1) distinguished member;

(2) subscribing member;

(3) ordinary member;

(4) corporate member.

O.C. 507-86, s. 2.

3. The distinguished member category shall include the following subcategories:

(1) honorary president: a person on whom the board of trustees bestows the title;

(2) major patron: a person who has donated to the Corporation money or property, or both, of an aggregate value of \$500 000;

(3) patron: a person who has donated to the Corporation money or property, or both, of an aggregate value of \$250 000;

(4) major benefactor: a person who has donated to the Corporation money or property, or both, of an aggregate value of \$100 000;

(5) benefactor: a person who has donated to the Corporation money or property, or both, of an aggregate value of \$50 000;

(6) major fellow: a person who has donated to the Corporation money or property, or both, of an aggregate value of \$25 000;

(7) fellow: a person who has donated to the Corporation money or property, or both, of an aggregate value of \$10 000;

(8) eminent supporter: a person who has donated to the Corporation money or property, or both, of an aggregate value of \$5 000;

(9) life member: a person who has donated to the Corporation money or property, or both, of an aggregate value of \$2 000.

For the purposes of this section, any contribution of \$100 or more or of a value of \$100 or more made during one year is deemed to be a donation and is cumulative from year to year. Regardless of when it is made, a contribution may be attributed to the person making it or to his spouse, at his option.

O.C. 507-86, s. 3.

4. The subscribing member category applies to a person paying an annual membership fee that is less than the contributions fixed for the subcategories covered by section 3 but more than the membership fees fixed for the ordinary member category.

An annual membership fee of \$100 or more or of a value of \$100 or more made during one year is deemed to be a donation and is cumulative from year to year.

Regardless of when it is made, a membership fee may be attributed to the person making it or to his spouse, at his option.

O.C. 507-86, s. 4.

5. The ordinary member category includes the following subcategories:

(1) individual member: a person paying the annual membership fee fixed for that subcategory;

(2) family member: a person paying the annual membership fee fixed for that subcategory;

(3) student member: a person paying the annual membership fee fixed for that subcategory;

(4) member of 65 years of age or more: a person paying the annual membership fee fixed for that subcategory.

The spouse of a distinguished member, subscribing member or family member is deemed to be an ordinary member and may enjoy all of the privileges attached to such membership.

O.C. 507-86, s. 5; O.C. 1944-89, s. 1.

6. The corporate member category applies to a company that makes a donation of at least \$2 000 or pays the annual membership fee prescribed for that category.

A corporate member may designate not more than 5 persons who the Corporation will consider entitled to the privileges attached to the individual member or family member subcategory.

O.C. 507-86, s. 6.

7. A member covered by sections 4, 5 or 6 shall keep up his membership by payment to the Corporation of the fees prescribed for his category. Failure to pay within the time prescribed by the second paragraph will forfeit his membership.

Membership fees are annual. They are payable upon registration and in the case of renewal, within 30 days following the renewal date.

A person registered in the ordinary member category may register in any subcategory covered by section 5 by paying the membership fees prescribed therefor.

O.C. 507-86, s. 7.

DIVISION III

BOARD OF TRUSTEES

8. Under the Act, the board of trustees of the Corporation shall be composed of:
(1) trustees elected by the general meeting;
(2) trustees appointed by the Government.

O.C. 507-86, s. 8.

9. Where the general meeting must elect a trustee at its next annual general meeting, the nominating committee shall, not less than 30 days before the meeting, send in writing to the special secretary the name of the member of the Corporation it recommends as a candidate for the position of trustee.

O.C. 507-86, s. 9.

10. A member of the Corporation may submit the candidacy of another member for the position of trustee by sending to the special secretary, not less than 7 days before the annual general meeting, a written proposal indicating the name of that person. Such proposal shall be signed by no fewer than 5 members entitled to vote at the meeting and shall be sent together with the written consent of the member whose candidacy is submitted. The special secretary shall post up the proposal at the corporate seat of the Corporation.

A member of the Corporation may be a candidate for the position of trustee only where he is nominated in accordance with sections 9 and 10.

O.C. 507-86, s. 10.

11. The special secretary shall indicate in the notice calling the annual general meeting whether an election for the position of trustee will be held and list the names of the candidates.

At the annual general meeting, the candidates recommended by the committee shall be proposed by its chairman.

O.C. 507-86, s. 11.

12. Where there are more candidates than vacant positions, the election of trustees shall be by ballot and the candidates receiving the most votes shall be declared elected to the board of trustees. If the number of candidates equals the number of vacant positions, the president shall declare elected the candidates put forward.

O.C. 507-86, s. 12.

13. Subject to section 6.1 of the Act, the term of office of a trustee shall end on his death or his resignation, or where he becomes ineligible for the office on any ground covered by section 6.2 of the Act.

Where a trustee elected by the general meeting is absent without explanation from 3 consecutive regular meetings of the board, his term of office may be ended by the adoption of a resolution to that effect, made by not less than 2/3 of the trustees present at a special meeting called therefor. The secretary shall, by

registered or certified mail, send a copy of the resolution to the trustee referred to therein.

O.C. 507-86, s. 13.

14. Where a trustee appointed by the government fails, without explanation, to attend 3 consecutive meetings of the board, 2/3 of the trustees present at the special meeting called for that purpose may adopt a resolution recommending to the Government the removal of the trustee. The secretary shall, by registered or certified mail, send a copy of the resolution to the trustee referred to therein.

O.C. 507-86, s. 14.

15. The business of the Corporation shall be managed by its board of trustees. The board shall act on behalf of the Corporation and shall bind it in all matters, subject to authorizations prescribed by the Act. The board shall exercise the powers conferred upon it by the Act or the regulations, and in particular:

- (1) define the policy and general orientation of the Corporation and make arrangements for its implementation;
- (2) approve the administrative organization plan of the Corporation and the definitions of duties;
- (3) lay down salary policy and salary scales;
- (4) appoint and dismiss the director and define his functions;
- (5) confirm the appointment and the termination of employment of senior executive staff covered by the administrative organization plan;
- (6) supervise the financial management of the Corporation with a view to achieving its appropriate ends;
- (7) see to the canvassing of required funds;
- (8) before the end of each fiscal year, adopt the budget for the coming year and revise it as required;
- (9) authorize the acquisition or alienation of works of art;
- (10) arrange for the following tasks to be carried out under the authority of the director general:
 - (a) the conservation and presentation of the collection;
 - (b) the management and disbursement of funds;
 - (c) the programming, planning and carrying out of all activities of the Corporation.

O.C. 507-86, s. 15.

DIVISION IV

MEETINGS AND PROCEEDINGS OF THE BOARD OF TRUSTEES

16. Subject to section 20, meetings of the board of trustees shall be called by the president, the executive committee or 5 trustees, as frequently as the interest of the Corporation requires.

O.C. 507-86, s. 16.

17. Notice of meeting shall be sent by the secretary not less than 7 days before the date of the meeting to each trustee at his address entered in the register of the Corporation.

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

O.C. 507-86, s. 17.

18. A meeting of the board 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 expressed their consent to the holding of the meeting or ratify it thereafter.

O.C. 507-86, s. 18.

19. The board may, without notice and if a quorum is reached, hold a meeting immediately after the general annual meeting of the members.

O.C. 507-86, s. 19.

20. The board shall meet not less than 4 times during the fiscal year of the Corporation. It may, by resolution, fix the time and place at which its meetings will be held.

Following the adoption of the resolution, a copy thereof shall be sent to each trustee. The resolution constitutes a notice of such meetings and no further notice will be sent.

O.C. 507-86, s. 20.

21. Meetings of the board shall be held at the corporate seat of the Corporation or at any other place the board may fix.

O.C. 507-86, s. 21.

22. The quorum of the board shall be 7 trustees, including:

- (1) 1 trustee appointed by the government;
- (2) 4 trustees elected by the general meeting.

O.C. 507-86, s. 22.

23. The decisions of the board shall be made by majority vote and each trustee is entitled to a single vote.

O.C. 507-86, s. 23.

24. 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. The trustees are then deemed to have attended the meeting.

O.C. 507-86, s. 24.

25. A resolution bearing the signature of all trustees in office has the same effect as if it had been adopted at a board meeting. Such resolution shall be kept with the minutes of the proceedings of the board.

O.C. 507-86, s. 25.

26. Subject to section 69, trustees only may take part in meetings of the board. The board may, at the chairman's invitation, admit any person as an observer.

O.C. 507-86, s. 26.

27. The proceedings of the board shall be confidential, but the board may relieve a trustee or a person of such obligation.

O.C. 507-86, s. 27.

28. The office of trustee is not remunerated. The board may grant a remuneration or a special allowance to a trustee who, at the board's request, has carried out work for or provided a special service to the Corporation.

O.C. 507-86, s. 28.

DIVISION V

LIABILITY OF TRUSTEES

29. The Corporation 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 his duties.

O.C. 507-86, s. 29.

30. Where the Corporation acts under section 29:

(1) in a civil proceedings, it shall pay any damages resulting from the act done, except where the negligence of the trustee or officer was either gross or personal to himself as distinct from the discharge of his duties;

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

O.C. 507-86, s. 30.

DIVISION VI

EXECUTIVE COMMITTEE

31. Subject to section 7 of the Act, the president, vice-presidents, special treasurer and special secretary shall sit on the executive committee.

O.C. 507-86, s. 31.

32. Meetings of the committee shall be called by the chairman as frequently as the interest of the Corporation requires. He shall call a meeting at the written request of 2 of its members indicating the subject they wish to submit to the committee for consideration.

O.C. 507-86, s. 32.

33. Notice of meeting shall be sent by the secretary to each member of the committee at his address entered in the register of the Corporation not less than 24 hours before the holding of the meeting. In a case of emergency, as decided by the chairman, the committee may proceed in the manner prescribed by section 24 or 25.

O.C. 507-86, s. 33.

34. The quorum of the committee shall be 3 members, including at least 1 trustee appointed by the Government and 2 trustees elected by the general meeting.

O.C. 507-86, s. 34.

35. The committee or the chairman of the committee may invite any person to attend a meeting and to participate in the proceedings, but such person is not entitled to vote.

O.C. 507-86, s. 35.

36. The committee shall keep minutes of its proceedings and decisions and report thereon at the following meeting of the board of trustees.

O.C. 507-86, s. 36.

DIVISION VII

NOMINATING COMMITTEE

37. There shall be a nominating committee.

The committee shall be composed of 3 to 5 members who shall all be elected trustees.

O.C. 507-86, s. 37.

38. At the annual general meeting, the members of the Corporation shall elect from among themselves the members of the nominating committee.

The term of office of each member of the committee shall be one year.

O.C. 507-86, s. 38.

39. The function of the committee is to inquire into and consider possible candidacies for the position of trustee and to make recommendations thereon to the board of trustees and the general meeting.

O.C. 507-86, s. 39.

40. Section 53, except for paragraphs 1 and 2, and section 54 apply to the committee.

O.C. 507-86, s. 40.

DIVISION VIII

AUDIT COMMITTEE

41. There shall be an audit committee.

The committee shall be composed of 3 members.

O.C. 507-86, s. 41.

42. At its first meeting after the annual general meeting, the board of trustees shall elect the 3 members of the audit committee from among the trustees.

O.C. 507-86, s. 42.

43. The functions of the committee shall be:

(1) to supervise the drawing up of the annual financial statements;

(2) to ensure that accounting practices comply with generally accepted accounting principles;

(3) to ensure that accounting procedures include adequate controls;

(4) to make recommendations of a financial nature to the board of trustees and to the members of the Corporation;

(5) to carry out any task that may be entrusted to it by the board of trustees.

O.C. 507-86, s. 43.

44. Section 53, except for paragraphs 1 and 2, and section 54 apply to the committee.

O.C. 507-86, s. 44.

DIVISION IX

COMPOSITION OF ART ACQUISITION COMMITTEES

45. An art acquisition committee shall be composed of 5 to 10 members, at least 2 of whom must be trustees.

O.C. 507-86, s. 45.

46. Decisions of an art acquisition committee shall be made by the absolute majority of its members.

O.C. 507-86, s. 46.

47. Section 53, except for paragraphs 1 and 2, and section 54 apply to an art acquisition committee.

O.C. 507-86, s. 47.

DIVISION X

ADVISORY COMMITTEE ON ACQUISITIONS

48. There shall be an advisory committee on acquisitions.

The committee shall be composed of curators and the director general of the Corporation.

O.C. 507-86, s. 48.

49. The function of the advisory committee on acquisitions shall be to make recommendations to art acquisition committees regarding any purchase of a work of art or where a work of art is offered to the Corporation on whatever terms.

O.C. 507-86, s. 49.

50. Where the Corporation wishes to buy a work of art or one is offered to it on any terms, the advisory committee on acquisitions shall consider the work and send its recommendation to the appropriate art acquisition committee which shall decide thereon.

O.C. 507-86, s. 50.

51. Any conditional donation of a work of art shall be approved by the board of trustees or the executive committee.

O.C. 507-86, s. 51.

52. Section 53, except for paragraphs 1 and 2, and section 54 apply to the committee.

O.C. 507-86, s. 52.

DIVISION XI

OTHER ADVISORY COMMITTEES

53. A permanent or temporary advisory committee set up by the board of trustees shall be governed by the following provisions:

(1) the chairman of the committee shall be a trustee and the members of the committee shall be trustees or members of the Corporation;

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

(3) members of the committee shall remain in office until the next general meeting or until they are replaced;

(4) members of the committee may be removed from office by resolution of the board of trustees;

(5) any vacancy on the committee shall be filled by the board of trustees.

O.C. 507-86, s. 53.

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

(1) meetings shall be called by the chairman of the committee as frequently as the interest of the Corporation 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 of trustees;

(5) a committee shall comply with the rules and procedures fixed by the board of trustees.

O.C. 507-86, s. 54.

DIVISION XII

OFFICERS

55. The officers of the Corporation shall be:

- (1) the president;
- (2) 2 vice-presidents;
- (3) the special treasurer;
- (4) the treasurer;
- (5) the special secretary;
- (6) the secretary;
- (7) the director general;
- (8) any other officer the board of trustees deems it expedient to appoint.

O.C. 507-86, s. 55.

56. At its first meeting after the annual general meeting, the board of trustees shall elect the following officers from among the trustees:

- (1) the president;
- (2) 2 vice-presidents;
- (3) the special treasurer;
- (4) the special secretary.

The board shall appoint the secretary and the treasurer from among the employees of the Corporation.

O.C. 507-86, s. 56.

57. Under the authority of the board of trustees, the president shall carry out the general supervision and assume the overseeing of the business of the Corporation. He shall be the spokesman of the board.

He shall be responsible for the coordination and operation of committees and he shall be automatically a member of all committees except the advisory committee on acquisitions.

O.C. 507-86, s. 57.

58. The president shall conduct the meetings of the board of trustees and the executive committee and the meetings of members of the Corporation.

In the event of a tie, the president shall have a casting vote.

O.C. 507-86, s. 58.

59. The vice-presidents shall carry out the assignments and duties entrusted to them by the board of trustees or the president.

Where the president is unable to act, he shall be replaced by one of the vice-presidents appointed by the board or the executive committee.

O.C. 507-86, s. 59.

60. The special treasurer shall supervise the investments of the Corporation and the preparation of the budget, the financial statements and other reports of a financial nature of the Corporation which must be submitted to the board.

O.C. 507-86, s. 60.

61. The treasurer shall have charge of all funds and securities of the Corporation and he shall deposit them with the banking or financial institutions determined by the board.

He shall, at the request of a trustee, allow his books and accounts to be inspected. He shall sign the documents on which the signature of the treasurer is required.

He shall carry out the duties entrusted to him by the board.

The treasurer shall, where required by the board of trustees, furnish security for the discharge of his duty in the amount and according to conditions fixed by the board.

O.C. 507-86, s. 61.

62. The special secretary shall be responsible for the legal affairs of the Corporation and shall ascertain that the keeping of the books and registers of the Corporation and its proceedings are carried out in compliance with the Act and the regulations.

O.C. 507-86, s. 62.

63. The secretary shall be responsible for the keeping and safe custody of the documents and registers of the Corporation. He shall be the custodian of the seal of the Corporation.

O.C. 507-86, s. 63.

64. The secretary, except in the cases covered by sections 9 to 11 and 73, shall:

(1) send the notices of meeting and any other notice required by the Act or the regulations;

(2) act as secretary during meetings of the board of trustees, of the executive committee and of members of the Corporation;

(3) draw up, sign and keep the minutes of meetings;

(4) carry out any other assignment entrusted to him by the president or board of trustees.

O.C. 507-86, s. 64.

65. The board of trustees may appoint an honorary president and honorary vice-presidents from among former officers of the Corporation.

Honorary officers may be invited to attend meetings of the board of trustees but are not entitled to vote.

O.C. 507-86, s. 65.

66. The board of trustees may appoint honorary advisors from among the former trustees of the Corporation.

Honorary advisors may be invited to attend meetings of the board of trustees but are not entitled to vote.

O.C. 507-86, s. 66.

DIVISION XIII

MANAGEMENT OF THE CORPORATION

67. The director general shall be the head of management of the Corporation. He shall be appointed by the board of trustees and shall be responsible in particular for:

(1) the general administration and management of the Corporation;

(2) the hiring and dismissal of senior executive staff and employees of the Corporation, subject to paragraph 5 of section 15;

(3) preparing the budget and controlling expenditure.

The director general shall perform any other function and task the board of trustees may assign to him.

O.C. 507-86, s. 67.

68. The director general shall:

(1) account to the board of trustees for the implementation of the policy of the Corporation and its general orientation and administration;

(2) report to the board of trustees on the activities of the Corporation where the board so requires;

(3) submit periodic financial reports to the board of trustees.

O.C. 507-86, s. 68.

69. Except where otherwise decided by the board of trustees or the committee in question, the director general shall be invited to attend meeting of the board of trustees and of all committees.

O.C. 507-86, s. 69.

DIVISION XIV

MEETING OF MEMBERS

70. Subject to section 12 of the Act, the annual general meeting of the members of the Corporation shall take place in Montréal at the time and place fixed by the board of trustees.

O.C. 507-86, s. 70.

71. At the annual general meeting, the members of the Corporation shall:

(1) receive the reports of the director and the board of trustees;

(2) examine the balance sheet of the Corporation, the statement of revenue and expenditure and the auditor's report;

(3) elect the trustees;

(4) appoint an auditor;

(5) elect the members of the nominating committee;

(6) discuss any other question submitted to the meeting.

O.C. 507-86, s. 71.

72. A special meeting of the members of the Corporation may be called at the request of the chairman of the board of trustees or at the written request of 100 members.

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

O.C. 507-86, s. 72.

73. A meeting of the members of the Corporation shall be called by the special secretary. The notice of meeting shall be addressed to each member at his address entered in the registers and shall be sent by ordinary mail not less than 30 days before the date fixed for the meeting.

If it is impossible for any reason to call the members by ordinary mail, the notice of meeting may be published in a French-language daily newspaper and in a English-language daily newspaper published in the city of Montréal 30 days before the date fixed for the holding of the meeting and a second time 15 days before such date.

O.C. 507-86, s. 73.

74. The quorum for a meeting of the members of the Corporation shall be 25 voting members.

O.C. 507-86, s. 74.

75. Each member who has given a donation under section 3 or has paid his membership fee in accordance with sections 4, 5 or 6 shall be entitled to one vote at a meeting of members.

A member may not vote by proxy.

O.C. 507-86, s. 75.

76. At any meeting of members of the Corporation, unless a count is requested, the chairman'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.

O.C. 507-86, s. 76.

DIVISION XV

SIGNATURE AND BANKING AFFAIRS

77. A deed, contract or other document directly related to funds allocated to a budget item or not involving disbursements by the Corporation shall bind the Corporation or shall be imputed to it only if it is signed by the director general or the treasurer and any other person appointed for that purpose by the board of directors or the executive committee.

A deed, contract or other document not covered by the first paragraph shall bind the Corporation or shall be imputed to it only if it is signed by the president or 2 of the following persons: one of the vice-presidents, the special secretary or the special treasurer.

O.C. 507-86, s. 77.

78. A print of the seal of the Corporation appears in Schedule 1.

O.C. 507-86, s. 78.

79. True copies of the resolutions of the board of trustees shall be signed by the secretary or the special secretary.

O.C. 507-86, s. 79.

80. The board of trustees, by resolution, shall determine the banking or financial institutions with which all of the financial operations of the Corporation may generally be transacted.

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

O.C. 507-86, s. 80.

81. [*Provision omitted.*]

O.C. 507-86, s. 81.

SCHEDULE 1

(s. 78)

SEAL OF THE MONTRÉAL MUSEUM OF FINE ARTS

