

# **Meeting Procedures for The Art Gallery of Saskatchewan (Remai Modern)**

In accordance with Section 55.1 of *The Cities Act*, the following constitutes the Meeting Procedures for The Art Gallery of Saskatchewan (the “Corporation”).

## **DIVISION A Directors’ Meetings - General**

### **Regular Meetings of Directors**

1. Regular Meetings of Directors of the Corporation will be held as frequently as the Board or Committee deems necessary to carry out its duties effectively, but not less than quarterly.

### **Special Meetings of Directors**

2. Special Meetings of Directors may be held when required at such times and place as agreed by the Directors, or as requisitioned pursuant to the Bylaws. All Directors shall be given notice of the time and place of such meetings as per the Bylaws.

### **Place of Meetings**

3. Both Regular and Special Meetings of the Directors shall be held in the City of Saskatoon.

### **Resolutions in Writing and Electronic Meetings**

4. Notwithstanding any other provision of this Meeting Procedure, a resolution signed by each member pursuant to Section 132 of *The Non-profit Corporations Act, 1995* is as valid as if it had been passed at a meeting of the members. A copy of the resolution shall be kept with the minutes of Meetings of Members.
5. Notwithstanding any other provision of this Meeting Procedure, a resolution signed by each Director or Committee of Directors pursuant to Section 104 of *The Non-profit Corporations Act, 1995* is as valid as if it had been passed at a meeting of the members. A copy of the resolution shall be kept with the minutes of Meetings of Directors or Committees of Directors.
6. If all of the Directors of the Corporation consent, a Director may participate in a meeting of Directors or a Committee of Directors by means of telephone or other

communications facilities that permit all persons participating in a meeting to hear each other, and a Director participating in a meeting by these means is deemed for the purposes of *The Non-profit Corporations Act, 1995* to be present at such meeting.

## DIVISION B **Control and Conduct at Meetings**

### **Chair**

7. (1) The Chair shall:
  - (a) preside at all meetings;
  - (b) preserve order at meetings;
  - (c) enforce the rules of the Corporation;
  - (d) decide points of privilege and points of order; and
  - (e) advise on points of procedure.
- (2) The Chair shall have the same rights and be subject to the same restrictions, when participating in debate, as all other Directors.
- (3) When wishing to make a motion, the Chair shall:
  - (a) vacate the chair, and request that the Vice-Chair take the chair;
  - (b) if the Vice-Chair is absent, the Secretary shall take the chair; and
  - (c) the Chair shall remain out of the chair until the motion has been dealt with.

### **Vice-Chair**

8. (1) The Directors shall appoint a Vice-Chair.
- (2) The Vice-Chair is to act as the Chair if:
  - (a) the Chair is unable to perform the duties of Chair; or
  - (b) the office of Chair is vacant.

## **Point of Order**

9. (1) A Director may rise and ask the Chair to rule on a point of order.<sup>1</sup>
- (2) When a point of order is raised, the Director speaking shall immediately be seated and shall remain seated until the Chair decides the point of order raised.
- (3) A point of order must be raised immediately at the time the rules of the Corporation are breached.
- (4) The Director against whom a point of order is raised may be granted permission by the Chair to explain.
- (5) A point of order is not subject to amendment or debate.

## **Point of Privilege**

10. (1) A Director may rise and ask the Chair to rule on a point of privilege.<sup>2</sup>
- (2) After the Director has stated the point of privilege, the Chair shall rule whether or not the matter raised is a point of privilege.
- (3) If the matter is determined to be a point of privilege, the Director who raised the point of privilege shall be permitted to speak to the matter.
- (4) If the point of privilege concerns a situation, circumstance or event which arose between Directors, the Director shall raise the point of privilege immediately after adoption of the minutes of the previous meeting.
- (5) A point of privilege is not subject to amendment or debate unless a motion regarding the point of privilege is put to the Directors.

## **Point of Procedure**

11. (1) Any Director may rise and ask the Chair for an opinion on a point of procedure.<sup>3</sup>
- (2) When a point of procedure is raised, the Director speaking shall immediately be seated until the Chair responds to the inquiry.
- (3) After the Director has asked the point of procedure, the Chair shall provide an opinion on the rules of procedure bearing on the matter before the Directors.

- (4) A point of procedure is not subject to amendment or debate.
- (5) The Chair's answer to a point of procedure is not a ruling, and cannot be appealed to the whole of the meeting.

## **Appeal**

- 12. (1) Any Director may appeal any ruling of the Chair on a point of order or point of privilege to the whole of the meeting.
- (2) A ruling of the Chair must be appealed immediately after the ruling is made or the ruling will be final.

## **Conduct of Directors**

- 13. (1) A Director wishing to speak at a meeting shall obtain the approval of the Chair before speaking.
- (2) When addressing a meeting, a Director shall refrain from:
  - (a) speaking disrespectfully of the federal government, the provincial government or municipal council, or any official representing them;
  - (b) using offensive words in referring to a Director, an employee of the Corporation or a member of the public;
  - (c) reflecting on a vote of Directors except when moving to rescind or reconsider it, and reflecting on the motives of Directors who voted on the motion or the mover of the motion; or
  - (d) shouting or using an immoderate tone, profane, vulgar or offensive language.
- (3) When a Director is addressing the Chair, all other Directors shall:
  - (a) remain quiet and seated;
  - (b) refrain from interrupting the speaker, except on a point of order or point of procedure; and
  - (c) refrain from carrying on a private conversation in such a manner that disturbs the speaker.

- (4) Directors shall remain seated and be silent once a question is put to vote and until the vote is declared.
- (5) Directors shall ensure that all cellular telephones and similar electronic devices remain silent and do not create a disruption to the meeting.

## DIVISION C

### Directors' Meeting Procedure

#### Procedure and Rules

- 14. (1) When any matter arises relating to procedure, which is not covered by this Meeting Procedure, the matter shall be decided by reference to *Bourinot's Rules of Order of Parliamentary Procedure*.
- (2) In the event of any conflict between the provisions of this Meeting Procedure and those contained in *Bourinot's Rules of Order of Parliamentary Procedure*, the provisions of this Meeting Procedure shall apply.

#### Suspension of Rules

- 15. Any of the rules contained in this Meeting Procedure not specified in *The Non-profit Corporations Act, 1995* may be suspended for any one meeting by a unanimous vote of the Directors present at the Directors' meeting.

#### Order of Business and Agenda

- 16. (1) The order of business for a Regular Business Meeting may be as set out in Schedule "A".
- (2) The Chair shall prepare the agenda for Directors' meetings and shall arrange for distribution of copies of the agenda, along with all reports or communications to be dealt with at the Directors' meeting, to each Director at least 7 days immediately preceding the Directors' meeting.
- (3) Business shall be considered in the order in which it stands on the agenda, unless the Directors alter the order of business for the convenience of the Directors' meeting by a majority vote of the Directors present.

## **Minutes**

17. (1) The Secretary shall arrange for the recording of the minutes of each Directors' meeting and shall arrange for distribution of copies of the minutes of the last Directors' meeting to each Director at least 7 days before the next Directors' meeting.
- (2) Any Director may request that a portion of the minutes be read aloud.
- (3) Any Director may make a motion amending the minutes to correct any mistakes.

## **Commencement of Meeting**

18. (1) The Chair shall commence the meeting at the time specified for the meeting and as soon as a quorum is present.
- (2) If neither the Chair nor the Vice-Chair is present within five minutes of the time specified for the meeting and a quorum is present, the Secretary shall take the chair and commence the meeting until the arrival of the Chair or the Vice-Chair.
- (3) If a quorum is not present within 15 minutes of the time specified for the meeting, the Directors' meeting shall stand adjourned until the next regularly scheduled meeting.

## **Quorum**

19. (1) A quorum for the transaction of business at any meeting of the Corporation shall consist of a majority of the Directors then in office, provided that in no event shall the quorum consist of less than four Directors or such greater number of Directors as the Corporation may from time to time determine. If a quorum is present at the opening of any meeting of Directors, the Directors present may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of Directors, the Directors present may adjourn the meeting to a fixed time and place but may not transact any other business.
- (2) Any act or proceeding of the Corporation that is adopted at any Directors' meeting at which a quorum is not present is invalid.

## **Motions and Debate**

20. (1) A motion shall not be considered until it has been seconded.
- (2) When a motion is under debate, no other motions may be made, except:
  - (a) to refer the motion to a Committee or the administration for a report back to the Directors;
  - (b) to amend the motion;
  - (c) to defer the motion to a fixed date; or
  - (d) to request that the motion be put to a vote.
- (3) Any motions allowed under subsection (2) shall be considered in the order in which they were moved.

## **Motion to Amend - General**

21. (1) Except as provided in subsection (12), any motion may be amended to:
  - (a) add words within the motion;
  - (b) delete words within the motion; or
  - (c) change a word or words within the motion.
- (2) The amending motion must be:
  - (a) relevant to the main motion;
  - (b) made while the main motion is under consideration; and
  - (c) consistent with the principle embodied in the main motion.
- (3) An amending motion may also be amended.
- (4) A subamendment must be:
  - (a) relevant to the original amendment;
  - (b) made while the original amendment is under consideration; and

- (c) consistent with the intent of either the original amendment or the main motion.
- (5) Only two amendments to a motion, an amendment and a subamendment, are allowed at the same time. When one or both have been dealt with, a further amendment or subamendment may be entertained.
- (6) There is no limit to the number of amendments or subamendments that may be proposed.
- (7) An amendment may be introduced at any stage before the question is put on the main motion provided there is not more than one amendment and one subamendment before the meeting at one time.
- (8) Any Director wishing to move an amendment that is not in order at the time because there are already two amendments before the meeting may state the intention of the proposed amendment, as the proposal may affect the vote on those motions awaiting decision.
- (9) The main motion shall not be debated until all amendments to it have been put to a vote.
- (10) Amendments shall be put in the reverse order to the order in which they were moved.
- (11) When all amendments have been voted on, the main motion incorporating all amendments adopted shall be put to a vote.
- (12) No amendments shall be made to the following motions:
  - (a) a motion to adjourn;
  - (b) a motion to defer to a fixed date, except as to the date; or
  - (c) a motion requesting that a motion be put to a vote.

### **Dividing a Motion into Parts**

- 22.
  - (1) A Director may request or the Chair may direct that a motion be divided if the motion contains more than one separate and complete recommendation.
  - (2) Directors shall then vote separately on each recommendation.



- (3) A new motion to add a further recommendation is permitted provided:
  - (a) the proposed recommendation is relevant to the original motion;
  - (b) the proposed recommendation does not alter in a significant way the principle embodied in the original motion; and
  - (c) the original motion has been dealt with.

### **Motion Arising**

- 23. When a particular matter is before the Directors, a motion arising on the same matter is permitted provided:
  - (a) the proposed motion is related to and rises from the item which has just been considered;
  - (b) the proposed motion does not alter in a significant way the principle embodied in the original motion; and
  - (c) the proposed motion is made before the consideration of any other item of business at the meeting.

### **Motion to Defer to a Fixed Date**

- 24.
  - (1) Where a majority of all Directors decide to defer a motion to a fixed date, the motion cannot be considered by the Directors until the fixed date.
  - (2) The only amendment allowed to a motion to defer to a fixed date is to change the date.
  - (3) Notwithstanding subsection (1), the Directors may consider a deferred motion before the fixed date if a majority of all Directors agree that the motion may be considered before that date.

### **Request that Motion be put to Vote**

- 25.
  - (1) A motion requesting that a motion be put to a vote shall not be moved or seconded by a Director who has spoken to the original motion.
  - (2) A motion requesting that a motion be put to a vote shall not be amended or debated.

- (3) If a motion requesting that a motion be put to a vote is passed by the Directors, the original motion shall immediately be put to a vote of the Directors without further amendment or debate.
- (4) If a motion requesting that a motion be put to a vote is not passed by the Directors, the original question may be amended or debated.

### **Motion to Adjourn**

- 26. (1) A motion to adjourn is allowed at any time during a Corporation meeting, except:
  - (a) when a Director is speaking;
  - (b) when Directors are voting on a motion;
  - (c) when a recorded vote is being taken;
  - (d) when Directors are considering a motion requesting that a motion be put to a vote; or
  - (e) when no other intermediate proceeding has been considered since the last motion to adjourn was made at the meeting.
- (2) A motion to adjourn shall be decided without debate.

### **Motion Contrary to Rules**

- 27. The Chair may refuse to put to the Directors a motion which is, in the opinion of the Chair, contrary to the rules and privileges of the Directors' meeting.

### **Withdrawal of Motion**

- 28. The mover and seconder of a motion may withdraw it at any time prior to a vote being taken or prior to the motion being amended.

### **Motion to Reconsider**

- 29. (1) A motion to reconsider is in order whether the original motion passed or failed.

- (2) A motion to reconsider may only be made at the same Directors' meeting as the original motion was voted on.
- (3) A motion to reconsider must be moved by a Director who voted with the prevailing side of the original motion. When a motion loses on a tied vote, the prevailing side is those who voted against the motion.
- (4) A motion to reconsider may be seconded by any Director regardless how the Director voted on the original motion.
- (5) A motion to reconsider is debatable only if the motion being reconsidered is debatable.
- (6) A motion to reconsider cannot be amended.
- (7) A motion to reconsider shall require a majority vote of the Directors present at the meeting.
- (8) If a motion to reconsider is adopted, the original motion is immediately placed before the Directors to be reconsidered.
- (9) Once a vote on a motion to reconsider has taken place, there shall be no further motion to reconsider that resolution.

### **Motion to Rescind**

- 30. (1) A motion to rescind is in order only when the original motion passed. No motion to rescind shall be necessary when the original motion failed.
- (2) A motion to rescind may be made at any time following the Directors' meeting at which the original motion was voted on regardless of the time that has elapsed since the original vote was taken.
- (3) A motion to rescind may be moved and seconded by any Director regardless how they voted on the original motion.
- (4) A motion to rescind is debatable.
- (5) A motion to rescind may be amended.
- (6) Except as provided in subsection (7), a motion to rescind shall only be made by a notice of motion duly given at a Directors' meeting prior to the meeting at which the motion is to be considered.

- (7) The Directors may, by unanimous consent of the Directors present, waive the requirement for notice.
- (8) A motion to rescind shall, in all cases, require a majority vote of all Directors to pass.
- (9) A motion cannot be rescinded:
  - (a) when the making or calling up of a motion to reconsider is in order;
  - (b) when action on the motion has been carried out in a way that cannot be undone; or
  - (c) when a resignation has been accepted or actions electing or expelling a person from membership or office have been taken.

### **Notice of Motion**

- 31. (1) A motion introducing a new matter shall not be considered by Directors unless a notice of motion has been submitted in writing to the Secretary at a previous regularly scheduled Directors' meeting.
- (2) A notice of motion shall include a copy of the actual motion to be placed before the Directors.
- (3) The Directors may, by unanimous consent of the Directors present, waive the requirement for notice.
- (4) All notices of motion received pursuant to subsection (1), shall be considered at the next Regular Business Meeting.

### **Debate on Motion**

- 32. (1) Subject to subsections (4) and (5), no Director shall speak more than once to a motion except to explain a material part of their speech which may have been misquoted or misunderstood.
- (2) No Director shall speak longer than five minutes on the same motion.
- (3) The mover of the motion shall be given the first opportunity to speak.
- (4) The mover of the motion shall be allowed a reply at the conclusion of the debate, which reply shall not be longer than three minutes.

- (5) The Directors may, by a majority vote of the Directors present, allow any Director to speak to the same motion more than once or for longer than five minutes.

### **Voting of Directors**

- 33. (1) A Director attending a Directors' meeting shall vote at the meeting on a matter before the meeting unless the Director is required to abstain from voting because of a conflict of interest.
- (2) If a Director is not required to abstain from voting on a matter before the meeting and abstains from voting, the Director is deemed to have voted in the negative.
- (3) The Secretary shall ensure that each abstention is recorded in the minutes of the meeting.

### **Voting of Chair**

- 34. At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.

### **Majority Decision**

- 35. Unless a greater percentage of votes is required by any provision of the Bylaw, *The Non-profit Corporations Act, 1995*, or this Meeting Procedure, at every Directors' meeting all questions are to be decided by a majority vote of the Directors present.

### **Recorded Vote**

- 36. (1) Any Director may request a recorded vote on any vote of Directors.
- (2) In such case, the minutes must show the names of Directors present and whether each voted for or against the proposal or abstained.

DIVISION D  
**Members' Meetings - General**

**Annual General Meeting**

37. The Annual General Meeting of Members shall be held in Saskatoon, notice of which shall be given to each member no more than 50 days and no less than 15 days before the meeting.

**Special Meetings of Members**

38. A Special Meeting of the Member may be held at such time and place as determined by the Directors, or as requested pursuant to *The Non-profit Corporations Act, 1995*.
39. Both Regular (the "Annual General Meeting") and Special Meetings of the Member shall be held in the City of Saskatoon.

DIVISION E  
**Control and Conduct at Meetings**

40. Division B, Control and Conduct at Meetings shall apply, *mutatis mutandis*, to meetings of members.

DIVISION F  
**Members' Meeting Procedure**

**Directors' Meeting Procedure to Apply *Mutatis Mutandis***

41. Division C, Directors' Meeting Procedure shall apply, *mutatis mutandis*, to meetings of members.
42. Schedule "A" shall have added to it the following:
- (a) consideration of amendments to Articles of Incorporation;
  - (b) consideration of amendments to Bylaws;
  - (c) consideration of Financial Statement and Report of Auditor;
  - (d) resignation of Directors;

- (e) election of Directors; and
- (f) appointment of an Auditor.

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<sup>1</sup> “**point of order**” means an issue raised by a Director in a meeting claiming that the procedures of the meeting or of an individual Director are contrary to the procedural rules or practices.

<sup>2</sup> “**point of privilege**” means an issue raised by a Director in a meeting on any matter related to the rights and privileges of the Corporation or individual Director and includes:

- (a) organization and existence of the Corporation;
- (b) comfort of Directors;
- (c) conduct of employees of the Corporation or persons in attendance at the meeting;
- (d) accuracy of the reports of the Corporation’s proceedings; and
- (e) reputation of the Corporation or Directors.

<sup>3</sup> “**point of procedure**” means a question directed to the person presiding at a meeting to obtain information on the rules or procedures bearing on the business at hand.

## **Schedule “A”**

### **Regular Business Meeting Agenda**

- I. ROLL CALL**
- II. PRESENTATIONS OF INTEREST (as required)**
- III. DECLARATION OF CONFLICT OF INTEREST**
- IV. CONSENT AGENDA**
  - 1. Minutes from Regular Meeting**
  - 2. Committee Updates**
  - 3. CEO Update**
  - 4. Date of Upcoming Board & Committee Meetings**
- V. CEO UPDATE**
- VI. BUSINESS ARISING FROM THE MINUTES/UNFINISHED BUSINESS**
- VII. NEW BUSINESS**
- VI. OTHER BUSINESS**
- VII. QUESTIONS BY DIRECTORS**
- VIII. IN-CAMERA MEETING WITH CEO**
- IX. IN-CAMERA MEETING WITH BOARD**
- ADJOURNMENT**