

Gaelic College Foundation Act

CHAPTER 89 OF THE ACTS OF 1980

as amended by

1999, c. 17



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CHAPTER 89 OF THE ACTS OF 1980
amended 1999, c. 17

**An Act to Incorporate the
Gaelic College Foundation**

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Short title

1 This Act may be cited as the *Gaelic College Foundation Act*. 1980, c. 89, s. 1.

Interpretation

2 In this Act,

- (a) “Board” means the Board of Governors of the Foundation;
- (b) “Foundation” means the Gaelic College Foundation established pursuant to this Act;
- (c) “Governor” means a member of the Board. 1980, c. 89, s. 2.

Foundation established

3 There is hereby established a body corporate to be known as the Gaelic College Foundation. 1980, c. 89, s. 3.

Membership

4 (1) All persons who are eighteen years of age or over and who hold Scottish ancestry or who express a genuine desire to further the objects of the Foundation are eligible to become members of the Foundation.

(2) A person who is eligible for membership in accordance with subsection (1) shall become a member of the Foundation upon

(a) filing with the Foundation an application in the form prescribed by the by-laws;

(b) paying to the Foundation the membership fee as may be determined from time to time; and

(c) having his name entered on the membership registry established and maintained by the Board.

(3) Memberships shall expire on the thirty-first day of December each year and may be renewed before or after that date by the payment of the annual membership fee.

(4) Only members whose current membership fees are paid are entitled to vote at a meeting of the Foundation. 1980, c. 89, s. 4.

Objects

5 The objects of the Foundation are to promote Celtic studies and the advancement of education in all related areas and, without restricting the generality of the foregoing, the objects of the Foundation are:

(a) to preserve and foster the customs, traditions, culture and language of immigrants from the Highlands of Scotland who settled in the Province;

(b) to provide and conduct classes and courses of teaching and instruction in Celtic and Gaelic literature, language, culture, history, music, customs and folk arts and crafts, and to grant diplomas and certificates in those subjects;

(c) to function as a source of inspiration and diffusion of knowledge of Celtic history, literature and culture for the benefit of people with an interest in the Scottish heritage everywhere and generally to promote all things Highland Scottish;

(d) to own, operate, develop and promote the facility to be known as the Gaelic College of Celtic Arts and Crafts at St. Ann's in the County of Victoria and to manage the affairs of the College;

(e) to promote, conduct and carry on at St. Ann's in the County of Victoria, the Nova Scotia Gaelic Mod for the purpose of promoting, preserving and perpetuating the Gaelic language, culture, music, folk arts and crafts, and the customs and traditions of the Highland Scottish pioneers of the Province. 1980, c. 89, s. 5.

Board of Governors

6 (1) The promotion of the objects, conducting of the affairs and the general administration of the Foundation shall be vested in the Board of Governors.

(2) The Board is composed of

(a) five Governors elected by and from the members of the Foundation, three of the first five Governors who are elected pursuant to this clause to each be elected for a term of three years and two of the first five Governors who are elected pursuant to this clause to each be elected for a term of two years, and all other Governors who are subsequently elected pursuant to this clause to each be elected for a term of two years;

(b) six Governors appointed by the Governor in Council, three of the first six Governors who are appointed pursuant to this clause to each be appointed for a term of three years and three of the first six Governors who are appointed pursuant to this clause to each be appointed for a term of two years, and all other Governors who are subsequently appointed pursuant to this clause to each be appointed for a term of two years.

(c) to (g) *repealed 1999, c. 17, s. 1.*

(3) *repealed 1999, c. 17, s. 1.*

(4) At each annual meeting of the Foundation held after the Organizational Meeting, the Foundation shall elect a sufficient number of Governors to ensure that the total number of Governors who hold office pursuant to clause (a) of subsection (2) is the number of Governors required by that clause.

(5) *repealed 1999, c. 17, s. 1.*

(6) In the event of a vacancy occurring because of an elected Governor ceasing to be a member of the Board, the membership of the Foundation at its next annual meeting shall elect a person to hold office as Governor for the unexpired term of office.

(7) Where a Governor fails to attend that percentage of meetings of the Board that the Governor is required, by the by-laws of the Board, to attend, and the Board is of the opinion that the Governor has done so without an adequate excuse, the Board may, by resolution, remove the Governor from the Board, and upon the passage of the resolution, that Governor ceases to be a member of the Board.

(8) The quorum for a meeting of the Board is a majority of the Governors. 1980, c. 89, s. 6; 1999, c. 17, s. 1.

Eligibility for re-election or re-appointment

7 A Governor is eligible for re-election or re-appointment. 1980, c. 89, s. 7.

Executive of the Board

7A (1) The Board shall elect from among their number the following officers of the Board to be the Executive of the Board, namely, a Chair of the Board, a Vice-chair of the Board, a Secretary-treasurer of the Board and an Executive Governor.

(2) Each officer of the Board holds office for such term as the Board determines.

(3) The Executive of the Board and each officer of the Board has such powers and shall perform such duties as are conferred or imposed by the by-laws of the Board.

(4) The quorum for a meeting of the Executive of the Board is three members of the Executive. 1999, c. 17, s. 2.

Prohibition on serving as Governor

8 No person who is directly or indirectly involved in any contract to do business with the Foundation, shall serve on the Board of Governors. 1980, c. 89, s. 8.

Powers of Foundation

9 The Foundation may

(a) purchase, lease or acquire real and personal property and have, occupy, sell, convey, lease, mortgage or otherwise deal with the same;

(b) make and enter into any agreement or contract for the purpose of the Foundation and may do all things necessary or incidental to the carrying out of the same, including the giving of any security;

(c) draw, make, accept, endorse, discount, execute or issue promissory notes, bills of exchange, cheques or other negotiable or transferable instruments;

(d) borrow money with or without security;

(e) do all such matters and things as may be necessary for or conducive to the carrying out of the objects of the Foundation or to the exercise of its powers. 1980, c. 89, s. 9.

By-laws

10 (1) The Board may make by-laws respecting

- (a) the promotion of the objects of the Foundation and the conduct of the affairs and administration of the Foundation;
- (b) officers of the Board and their manner of election and term of office;
- (ba) the powers and duties of the Executive of the Board and the officers of the Board, with power to delegate to the Executive any power of the Board, and the terms and conditions under which the power may be exercised;
- (c) the number of meetings of the Board;
- (ca) that percentage of meetings of the Board that a Governor is required to attend;
- (d) the quorum required at meetings of the Board;
- (e) the alteration of the amount of the annual membership fee for membership in the Foundation;
- (f) the determination and selection of personnel required for the operation of the Foundation and the Gaelic College.

(2) A by-law or an amendment or repeal thereof made by the Board shall not come into force until approved by a vote of at least two-thirds of the members of the Foundation who are present at an annual meeting of the Foundation or at a special meeting of the Foundation called for the purpose of considering the by-law or the repeal or amendment thereof. 1980, c. 89, s. 10; 1999, c. 17, s. 3.

Fiscal year

10A The fiscal year of the Foundation is the period beginning on April 1st in each year and ending on March 31st in the immediately succeeding year. 1999, c. 17, s. 4.

Annual meeting

11 (1) No later than July 29th in each year, there shall be an annual meeting of the Foundation held at a time and place determined by the Board of Governors.

(2) The Board shall cause notice of each annual meeting to be advertised once each week for two weeks prior to the meeting in two daily newspapers published in the Province. 1980, c. 89, s. 11; 1999, c. 17, s. 5.

Business at annual meeting

12 The business at an annual meeting of the Foundation shall be as follows:

- (a) to receive the reports of the Board;
- (b) to receive audited financial statements for the year;

- (c) to elect Governors;
- (d) to appoint auditors;
- (e) to deal with any other business which may properly come before the members. 1980, c. 89, s. 12.

Quorum

13 The quorum for each annual or special meeting of the Foundation shall be a simple majority of the members in good standing. 1980, c. 89, s. 13; 1999, c. 17, s. 6.

Special meeting

14 A special meeting of the Foundation may be called at any time by the Board, or shall be called by the Board when requested in writing by at least twenty-five members of the Foundation, but shall not be called until two weeks public notice of the time, place and purpose of such a meeting has been given. 1980, c. 89, s. 14.

Liability of members

15 No member of the Foundation shall be liable for the debts of the Foundation unless he makes himself personally liable therefor. 1980, c. 89, s. 15.

Constitution of Board until conclusion of Organizational Meeting

16 The persons who immediately before the coming into force of this Act constituted the membership of the Board of Governors of the The Gaelic College of Celtic Folk Arts and Highland Home Crafts shall, notwithstanding any other provision of this Act, constitute the Board for the purposes of this Act until the conclusion of the Organizational Meeting of the Foundation. 1980, c. 89, s. 16.

Organizational Meeting

17 Within sixty days after the coming into force of this Act, the Board shall arrange for and publicly advertise an Organizational Meeting of the persons who have become members of the Foundation. 1980, c. 89, s. 17.

When Organizational Meeting to be held

18 The Organizational Meeting shall be held within one hundred and fifty days of the coming into force of this Act. 1980, c. 89, s. 18.

Notice of Organizational Meeting

19 The Board shall cause notice of the Organizational Meeting to be published once each week for two weeks at least thirty days prior to the date of the meeting in two daily newspapers published in the Province. 1980, c. 89, s. 19.

Advertising for members before Organizational Meeting

20 During the ninety day period prior to the date of the Organizational Meeting, the Board shall publicly advertise for and solicit persons to become members of the Foundation. 1980, c. 89, s. 20.

Becoming a member before Organizational Meeting

21 Notwithstanding subsection (2) of Section 4, a person who is eligible to become a member of the Foundation in accordance with subsection (1) of Section 4 shall become a member of the Foundation and be eligible to vote at the Organizational Meeting provided that prior to that meeting

- (a) his name is placed on the membership registry; and
- (b) he pays a membership fee of ten dollars. 1980, c. 89, s. 21.

Approval of proposed by-laws at Organizational Meeting

22 At the Organizational Meeting the Board shall submit to the members of the Foundation a proposed set of by-laws for the general administration of the Foundation, consistent with the provisions of this Act, which by-laws shall be approved or amended by the members present. 1980, c. 89, s. 22.

The Gaelic College of Celtic Folk Arts and Highland Home Crafts

23 (1) All the right, title and interest in all property of every nature and kind, whether owned by or held in trust for or on behalf of The Gaelic College of Celtic Folk Arts and Highland Home Crafts immediately before the coming into force of this Act shall be owned by or held in trust for the Foundation.

(2) All the obligations and liabilities of The Gaelic College of Celtic Folk Arts and Highland Home Crafts existing immediately before the coming into force of this Act shall become liabilities and obligations of the Foundation. 1980, c. 89, s. 23.

An Act to Incorporate The Cape Breton Island Gaelic Foundation repealed

24 Chapter 96 of the Acts of 1939, *An Act to Incorporate The Cape Breton Island Gaelic Foundation*, is repealed. 1980, c. 89, s. 24.

Effect of reference

25 A reference in any other enactment to The Cape Breton Island Gaelic Foundation or to The Gaelic College of Celtic Folk Arts and Highland Home Crafts shall be read and construed as a reference to the Foundation. 1980, c. 89, s. 25.

Effective date

26 This Act comes into force on and not before such day as the Governor in Council orders and declares by proclamation. 1980, c. 89, s. 26.