

# Gaelic College Foundation Act

CHAPTER 5 OF THE ACTS OF 2018



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## CHAPTER 5 OF THE ACTS OF 2018

# An Act Continuing the Gaelic College Foundation

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### Short title

**1** This Act may be cited as the *Gaelic College Foundation Act* or *Achd Fonndas Colaisde na Gàidhlig*. 2018, c. 5, s. 1.

### Interpretation

**2** In this Act,

- (a) “Board” means the Board of Governors of the Foundation;
- (b) “College” means the Gaelic College or, in the Gaelic language, Colaisde na Gàidhlig;
- (c) “Chair” means the Chair of the Board;
- (d) “former Act” means Chapter 89 of the Acts of 1980, the *Gaelic College Foundation Act*;
- (e) “Foundation” means the Gaelic College Foundation or, in the Gaelic language, Fonndas Colaisde na Gàidhlig continued by this Act;
- (f) “governor” means a member of the Board;
- (g) “member” means an individual who obtains membership in the Foundation in accordance with this Act;

- (h) “Vice-chair” means the Vice-chair of the Board. 2018, c. 5, s. 2.

### **Foundation continued**

**3** The Foundation established by the former Act as the Gaelic College Foundation or, in the Gaelic language, Fonndas Colaisde na Gàidhlig is continued. 2018, c. 5, s. 3.

### **Objects of Foundation**

**4** The objects of the Foundation are to preserve and foster the customs, traditions, culture and language of immigrants from the Highlands and Islands of Scotland who settled in the Province and, without restricting the generality of the foregoing, include

- (a) to provide and conduct classes and courses of teaching and instruction in Gaelic literature, language, culture, history, music, customs, dance and crafts, and to grant diplomas and certificates in those subjects;
- (b) to function as a source of inspiration and diffusion of knowledge of Gaelic history, literature and culture; and
- (c) to own, operate, develop and promote the facility known as the Gaelic College at St Ann’s in the County of Victoria and to manage the affairs of the College. 2018, c. 5, s. 4.

### **Membership**

**5 (1)** All persons who are 18 years of age or over and who express a genuine desire to further the objects of the Foundation are eligible to become members of the Foundation.

**(2)** The Foundation may have an unlimited number of members.

**(3)** A person who is eligible for membership in accordance with subsection (1) becomes a member of the Foundation upon

- (a) filing with the Foundation an application in the form set out in the by-laws;
- (b) paying to the Foundation the membership fee as may be determined from time to time; and
- (c) having the person’s name entered on the membership registry established and maintained by the Board.

**(4)** Subject to the by-laws, memberships expire one year from the date that the membership fee was paid. 2018, c. 5, s. 5.

### **Member entitled to attend meetings**

**6** Every member of the Foundation is entitled to attend all meetings of the Foundation. 2018, c. 5, s. 6.

### **Voting at Foundation meetings**

**7 (1)** Only members who are in good standing are entitled to vote at a meeting of the Foundation.

- (2) No member is permitted to vote by proxy. 2018, c. 5, s. 7.

#### **Board of Governors**

**8 (1)** The promotion of the objects, conducting of the affairs and general administration of the Foundation is vested in a Board of Governors.

(2) The Board shall, at all times, act in accordance with its mandate and ensure that its actions and decisions are in the best interests of the Foundation.

(3) The Board is composed of

(a) subject to subsection (5), not more than seven governors elected by and from the members of the Foundation in the manner and for the term set out in the by-laws of the Foundation;

(b) one governor appointed by the Governor in Council for a term of three years; and

(c) honorary non-voting governors elected by and from the members of the Foundation, in the manner and for the term set out in the by-laws of the Foundation.

(4) Where the immediate past Chair is willing and able to act, the immediate past Chair continues to be a governor.

(5) Where the immediate past Chair continues as a governor pursuant to subsection (4), only six governors may be elected under clause (3)(a). 2018, c. 5, s. 8.

#### **Meetings of Board**

**9** The Board shall hold meetings a minimum of four times per fiscal year. 2018, c. 5, s. 9.

#### **Quorum at meeting of Board**

**10** Subject to the by-laws, the quorum for a meeting of the Board is a majority of the governors, excluding honorary governors. 2018, c. 5, s. 10.

#### **Voting at Board meetings**

**11 (1)** Every governor in good standing, other than an honorary governor, is entitled to vote at any meeting of the Board.

(2) No governor may vote by proxy. 2018, c. 5, s. 11.

#### **Executive of Board**

**12 (1)** The Board shall elect from among its number the following officers of the Board to be the Executive of the Board:

- (a) a Chair of the Board;
- (b) a Vice-chair of the Board;
- (c) a Treasurer of the Board;
- (d) an Executive Governor.

(2) In addition to the officers elected pursuant to subsection (1), where the immediate past Chair continues as a governor pursuant to subsection 8(4), the immediate past Chair is an officer of the Executive of the Board.

(3) The Chair is responsible for the management of the Board and for organizing and conducting all meetings in accordance with the Act and such direction or procedures as may be adopted by the Foundation from time to time.

(4) The Vice-chair shall act in place of the Chair upon request of the Chair or if it is impossible for the Chair to act.

(5) The Treasurer of the Board shall serve as chair of the Foundation's audit committee.

(6) The Executive Governor shall represent the broad interests of the Gaelic language in Board proceedings. 2018, c. 5, s. 12.

#### **Code of conduct**

13 All members of the Foundation, the Board and any committee of the Board shall comply with the Foundation's code of conduct. 2018, c. 5, s. 13.

#### **Powers of Foundation**

14 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 such matters and things as may be necessary for or conducive to the carrying out of the objects of the Foundation or the exercise of its powers. 2018, c. 5, s. 14.

#### **By-laws**

15 (1) Subject to subsection (2), 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) the creation and maintenance of a code of conduct applying to members of the Foundation, the Board and any committee of the Board and determining what constitutes good standing for members and governors;

(c) governors, including their manner of election and terms of office;

- (d) honorary governors, including their manner of election and terms of office;
  - (e) officers of the Board and their manner of election and term of office;
  - (f) the powers and duties of the Executive of the Board and the officers of the Board, including delegating to the Executive any power of the Board, and the terms and conditions under which powers and duties may be exercised;
  - (g) the number of meetings of the Board;
  - (h) that percentage of meetings of the Board that a governor is required to attend;
  - (i) the quorum required at
    - (i) meetings of the Board,
    - (ii) meetings of the Executive of the Board,
    - (iii) meetings of committees of the Board,
    - (iv) annual meetings of the Foundation, and
    - (v) special meetings of the Foundation;
  - (j) the creation of committees of the Board and the responsibilities of each committee;
  - (k) the annual membership fee for membership in the Foundation;
  - (l) the expiry of memberships;
  - (m) the determination and selection of personnel required for the operation of the Foundation and the College.
- (2) By-laws and amendments to by-laws must
- (a) receive approval from a majority of the Board before being submitted at an annual meeting of the Foundation; and
  - (b) be submitted at an annual meeting of the Foundation for approval by a majority of the members. 2018, c. 5, s. 15.

**Fiscal year**

**16** 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. 2018, c. 5, s. 16.

**Annual meeting**

**17 (1)** No later than September 1st in each year, there shall be an annual meeting of the Foundation held at a time and place determined by the Board.

**(2)** The Board shall cause public notice of the time and place of each annual meeting to be given no fewer than two weeks prior to the meeting. 2018, c. 5, s. 17.

**Business at annual meeting**

**18** The business to be conducted at an annual meeting of the Foundation is

- (a) to receive the reports of the Board;
- (b) to receive audited financial statements for the year;
- (c) to elect governors;
- (d) to elect officers;
- (e) to appoint officers who have signing authority;
- (f) to appoint auditors; and
- (g) to deal with any other business that may properly come before the members. 2018, c. 5, s. 18.

**Quorum at annual or special meeting**

**19** The quorum for each annual or special meeting of the Foundation is as set out in the by-laws of the Foundation. 2018, c. 5, s. 19.

**Special meeting**

**20** 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 25 members of the Foundation, but may not be called until two weeks' public notice of the time, place and purpose of such meeting has been given. 2018, c. 5, s. 20.

**Former Act repealed**

**21** **The former Act is repealed.** 2018, c. 5, s. 21.

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