



**ARTS COUNCIL**  
WOOD BUFFALO

## **Arts Council Wood Buffalo 2020 AGM**

Thursday June 24, 2021 at 6:30PM  
Via Zoom Webinar, Fort McMurray, AB

### **AGENDA**

---

**Land Acknowledgement  
Honour Song**

- 1. Welcome and Call to Order**
- 2. Approval of Agenda**
- 3. Approval of Minutes, June 25, 2019, AGM**
- 4. Approval of 2020 Audited Financials**
- 5. Appointment of Auditor for 2021**
- 6. Report From Chair**
- 7. Election of Board Director**
- 8. Special Resolution – Adoption of new bylaws**
- 9. Adjournment of Meeting**
- 10. Buffys 2021 Theme Reveal**
- 11. Member Q&A**

**Arts Council Wood Buffalo 2020 AGM**  
**Thursday June 25, 2020, 6:30PM**  
**Via Zoom online platform, Fort McMurray, AB**

**1. Welcome and Call To Order at 6:37PM**

**Attendance:**

The Directors present include:

Dave Boutilier, Chair and Director – Theatre  
Jes Croucher, Treasurer and Director – First Nations  
Patricia Budd – Secretary and Director – Literary  
Scott Meller, Director – Business / Industry / Non Profit  
James Hine, Director – Business / Industry / Non Profit  
Cathy Steeves, Director – Community  
Alexandra Durocher, Director – Dance  
Sara Loutitt, Director – Visual Arts

Board Members who have indicated they could not attend this morning include: Mike Jones, Vice-Chair and Director – Music; Treasure Cooper, Director – Metis; and, Matt Salem, Director – Film / Video / Photography. The position of Director – Metis is vacant as of this AGM.

Presence of 24 voting members in good standing, as well as 33 proxy vote submissions, which number represents a quorum as required under the ACWB bylaws.

Voting Members present online and in person include:

Liana Wheeldon, Will Collins, Luay Eljamal, Hanna Fridhed, Sharon Heading, Christina Beckman, Ashley Laurenson, Steve Reeve, Todd Hillier, Terri Mort, Alan Roberts, Naghma Najmi, Tito Guillen, Zach Barrett, Sheldon Dahl, Andrew Pottie, Andrew Williams, Ashley Freimark, Greg Halinda, Jayme Barter, Kayla Erlandson, Lori Wiseman, Mitchel Bowers, and Rob Hickey.

The Chair is advised that pursuant to the ACWB bylaws there is a quorum present consisting of a majority of the members. Notice having been served to all Members in accordance with the bylaws, I declare that this Members' meeting is duly constituted for the transaction of business.

**2. Approval of Agenda**

MOTION: That the Agenda be approved as presented.

MOVER: Todd Hillier

SECONDER: Terri Mort

The motion is carried.

### **3. Approval of Minutes**

MOTION: That the Minutes from the June 23, 2018 Annual General Meeting be approved.

MOVER: Mike Durocher

SECONDER: Mike Jones

Two abstentions. The motion is carried.

### **4. Financial Report:**

MOTION: To accept the 2019 Reviewed Financials as information.

MOVER: Naghma Najmi

SECONDER: Tito Guillen

One abstention. The motion is carried.

### **5. Appointment of Auditor:**

MOTION: To engage MNP LLP Fort McMurray as the auditor for Arts Council Wood Buffalo for the fiscal-year 2020.

MOVER: Cathy Steeves

SECONDER: Alexandra Durocher

One abstention. The motion is carried.

### **6. Election of Director: Metis**

Motion: To appoint Mitchel Bowers as Director - Metis of Arts Council Wood Buffalo.

MOVER: Scott Meller

SECONDER: Patricia Budd

One abstention. The motion is carried

**7. Report from the Chair**

MOTION: To accept the Chair's Report as presented.

MOVER: Jes Croucher

SECONDER: Ashley Laurenson

The motion is carried.

**8. Next Meeting**

The next Annual General Meeting will be scheduled in the second quarter of 2020.

**9. Adjournment of Meeting**

Motion: That the 2019 Annual General Meeting be adjourned.

MOVER: Alexandra Durocher.

SECONDER: Not needed.

The motion is carried.

**Arts Council Wood Buffalo**  
**Financial Statements**  
*December 31, 2020*

## Independent Auditor's Report

---

To the Members of Arts Council Wood Buffalo:

### Opinion

We have audited the financial statements of Arts Council Wood Buffalo (the "Organization"), which comprise the statement of financial position as at December 31, 2020, and the statements of operations and changes in net assets and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Organization as at December 31, 2020, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

### Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Organization in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Other Matter

The financial statements of the Organization for the year ended December 31, 2019 were unaudited and issued under a Review Engagement Report with an unmodified conclusion on April 2, 2020. We were not engaged to report on the comparative information, and as such, it is unaudited.

### Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Organization's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Organization or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Organization's financial reporting process.

### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Organization's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Organization to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Fort McMurray, Alberta

April 29, 2021

*MNP LLP*

Chartered Professional Accountants

# Arts Council Wood Buffalo Statement of Financial Position

As at December 31, 2020

---

	2020	2019 <i>(Unaudited)</i>
<b>Assets</b>		
<b>Current</b>		
Cash	296,537	98,361
Accounts receivable <i>(Note 3)</i>	23,314	840
Goods and services tax recoverable	4,465	2,491
Prepaid expenses and deposits	729	1,494
	<b>325,045</b>	103,186
<b>Liabilities</b>		
<b>Current</b>		
Accounts payable and accruals	69,378	8,350
Deferred contributions <i>(Note 4)</i>	200,352	24,966
	<b>269,730</b>	33,316
<b>Commitments</b> <i>(Note 5)</i>		
<b>Significant event</b> <i>(Note 9)</i>		
<b>Net Assets</b>	<b>55,315</b>	69,870
	<b>325,045</b>	103,186

---

Approved on behalf of the Board of Directors

*signed by "Dave Boutilier"*

\_\_\_\_\_  
Director

*signed by "Jes Croucher"*

\_\_\_\_\_  
Director

---

The accompanying notes are an integral part of these financial statements



**Arts Council Wood Buffalo**  
**Statement of Operations and Changes in Net Assets**  
*For the year ended December 31, 2020*

	2020	2019 <i>(Unaudited)</i>
<b>Revenue</b> <i>(Note 4)</i>		
Grants and sponsorships <i>(Note 6)</i>	848,217	553,044
Fundraising and donations	8,433	13,539
Interest income	2,587	1,102
Membership fees	1,605	3,154
Fees for services and event sales	1,093	9,472
	861,935	580,311
<b>Direct costs</b>		
Artist fee	71,385	21,183
Partnership projects	64,850	11,655
Scholarships and awards	3,283	8,220
Business of the Arts workshop	2,129	-
Special projects	516	-
Reception	446	8,722
	142,609	49,780
<b>Expenses</b>		
Salaries and benefits	528,177	396,624
Subcontracts	56,428	12,351
Advertising	52,167	25,024
Professional fees	20,357	8,123
Office	20,118	5,594
Rent <i>(Note 5)</i>	11,818	19,969
Employee benefits	8,031	8,582
Travel	7,548	7,136
Professional development	7,531	10,451
Business taxes and licenses	6,591	4,073
Meetings and conventions	5,937	25,997
Telephone	4,193	3,150
Insurance	3,121	2,172
Bank charges and interest	1,211	1,525
Membership fees	653	1,077
	733,881	531,848
<b>Deficiency of revenue over expenses</b>	(14,555)	(1,317)
<b>Net assets, beginning of year</b>	69,870	71,187
<b>Net assets, end of year</b>	55,315	69,870

*The accompanying notes are an integral part of these financial statements*

**Arts Council Wood Buffalo**  
**Statement of Cash Flows**  
*For the year ended December 31, 2020*

	<b>2020</b>	2019 <i>(Unaudited)</i>
<b>Cash provided by (used for) the following activities</b>		
<b>Operating</b>		
Cash received from contributions	1,012,875	549,890
Cash paid for program service expenses	(278,491)	(186,555)
Cash paid for salaries and benefits	(536,208)	(400,424)
<b>Increase (decrease) in cash resources</b>	<b>198,176</b>	<b>(37,089)</b>
<b>Cash resources, beginning of year</b>	<b>98,361</b>	<b>135,450</b>
<b>Cash resources, end of year</b>	<b>296,537</b>	<b>98,361</b>

---

*The accompanying notes are an integral part of these financial statements*

**1. Incorporation and nature of the organization**

Arts Council Wood Buffalo (the "Organization") is a not-for-profit organization incorporated provincially under the *Companies Act of Alberta*. As a registered charity the Organization is exempt from the payment of income tax under section 149(1) of the *Income Tax Act*.

The Organization operates to support the growth and success of the arts in the Regional Municipality of Wood Buffalo. The Organization was established to raise the profile of the arts in the region and to provide support to all facets of the arts community.

**2. Significant accounting policies**

The financial statements have been prepared in accordance with Canadian accounting standards for not-for-profit set out in Part III of the CPA Handbook - Accounting Standards for Not-For-Profit Organizations, as issued by the Accounting Standards Board in Canada using the following significant accounting policies:

***Cash and cash equivalents***

Cash includes balances with banks.

Externally restricted cash and cash equivalents are restricted for specific purposes and are not available for general operations.

***Revenue recognition***

The Organization follows the deferral method of accounting for contributions. Restricted contributions are recognized as revenue in the year in which the related expenses are incurred. Unrestricted contributions are recognized as revenue when received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured. Endowment contributions are recognized as direct increases in net assets.

Restricted investment income is recognized as revenue in the year in which the related expenses are incurred. Unrestricted investment income is recognized as revenue when earned.

Fees for services and event sales, membership fees, and other income are recognized when the related services are provided.

***Contributed materials***

Contributions of materials and services are recognized both as contributions and expenses in the statement of operations and changes in net assets when a fair value can be reasonably estimated and when the materials and services are used in the normal course of the Organization's operations and would otherwise have been purchased. No such contributions have been recorded in these financial statements.

***Leases***

A lease that transfers substantially all of the benefits and risks of ownership is classified as a capital lease. At the inception of a capital lease, an asset and a payment obligation are recorded at an amount equal to the lesser of the present value of the minimum lease payments and the property's fair market value. Assets under capital leases are amortized over their estimated useful lives. All other leases are accounted for as operating leases and rental payments are expensed as incurred.

***Measurement uncertainty (use of estimates)***

The preparation of financial statements in conformity with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period.

Accounts receivable are stated after evaluation as to their collectability and an appropriate allowance for doubtful accounts is provided where considered necessary.

These estimates and assumptions are reviewed periodically and, as adjustments become necessary they are reported in deficiency of revenues and expenses in the periods in which they become known.

**Arts Council Wood Buffalo**  
**Notes to the Financial Statements**  
*For the year ended December 31, 2020*

**2. Significant accounting policies** *(Continued from previous page)*

**Financial instruments**

All financial instruments are initially recorded at their fair value, excluding certain financial assets and liabilities originated and issued in a related party transaction measured at their carrying or exchange amount in accordance with Section 3840 *Related Party Transactions*. At initial recognition, the Organization may irrevocably elect to subsequently measure any financial instrument at fair value. The Organization has not made such an election during the year.

The Organization subsequently measures investments in equity instruments quoted in an active market at fair value. All other financial assets and liabilities are subsequently measured at amortized cost.

Transaction costs and financing fees directly attributable to financial instruments subsequently measured at fair value are immediately recognized in the deficiency of revenue over expenses. Transaction costs and financing fees are added to the carrying amount for those financial instruments subsequently measured at cost or amortized cost.

The Organization assesses impairment of all of its financial assets measured at cost or amortized cost when there is an indication of impairment. Any impairment, which is not considered temporary, is included in current year deficiency of revenue over expenses.

**3. Accounts receivable**

Included in accounts receivable is a grant receivable from Canadian Red Cross in the amount of \$23,314 (2019 - \$nil).

**4. Deferred contributions**

	<i>Beginning of the year</i>	<i>Funding received during the year</i>	<i>Recognized as revenue</i>	<i>End of the year</i>
Alberta Culture Days	1,424	24,500	(24,952)	<b>972</b>
Alberta Foundation for the Arts	-	35,641	(35,641)	-
Artist in Residency	19,509	20,000	(39,509)	-
Arts Awards WBEAA	-	36,695	(31,840)	<b>4,855</b>
Business of the Arts	-	14,000	(14,000)	-
Canadian Red Cross <i>(Note 3)</i>	1,889	108,255	(110,144)	-
Edmonton Community Foundation	-	72,000	(64,934)	<b>7,066</b>
Government of Canada Grant	-	60,000	-	<b>60,000</b>
Prepaid memberships	2,144	3,355	(1,605)	<b>3,894</b>
Regional Municipality of Wood Buffalo - operations	-	482,000	(482,000)	-
Rural Arts Support - RMWB	-	42,000	(16,311)	<b>25,689</b>
Seniors and the Arts Project	-	25,000	(25,000)	-
Suncor Energy Inc.	-	35,000	-	<b>35,000</b>
Writers Festival - RMWB	-	50,000	(8,724)	<b>41,276</b>
Writers Festival - sponsorship	-	21,600	-	<b>21,600</b>
Other - fundraising, donations, interest and fees	-	7,275	(7,275)	-
	<b>24,966</b>	<b>1,037,321</b>	<b>(861,935)</b>	<b>200,352</b>

Amounts included in project summary above comprise all funding sources including grants, fundraising and donations, fees and interest income.

**Arts Council Wood Buffalo**  
**Notes to the Financial Statements**  
*For the year ended December 31, 2020*

**4. Deferred contributions** *(Continued from previous page)*

Deferred contributions related to funding received from Regional Municipality of Wood Buffalo included above is as follows:

	<i>Beginning of the year</i>	<i>Funding received during the year</i>	<i>Recognized as revenue</i>	<i>End of the year</i>
Administration and payroll costs	-	482,000	(482,000)	-
Alberta Culture Days	-	20,000	(20,000)	-
Artist in Residency Program	-	20,000	(20,000)	-
Arts Awards	-	25,000	(25,000)	-
Business of the Arts	-	14,000	(14,000)	-
Rural Arts support	-	42,000	(16,311)	<b>25,689</b>
Writers Festival	-	50,000	(8,724)	<b>41,276</b>
	-	<b>653,000</b>	<b>(586,035)</b>	<b>66,965</b>

**5. Commitments**

The Organization signed an agreement for the rental of premises in the ordinary course of operations. The Organization has agreed to make payments of \$1,200 plus GST monthly. The amount of rent will be indexed for CPI inflation based on the most recent CPI for Alberta released by Statistics Canada on each anniversary date. The lease expires July 31, 2023.

During the year, the Organization received rent relief from its lessor due to COVID-19 from May 1 to September 30, 2020 of \$5,759, which was recorded as a reduction of rent expense.

The estimated annual payments are as follows:

2021	14,400
2022	14,400
<u>2023</u>	<u>8,400</u>
	<b>37,200</b>

**6. Grant and sponsorship revenue**

	<b>2020</b>	<i>2019 (Unaudited)</i>
Regional Municipality of Wood Buffalo	<b>586,035</b>	350,000
Canadian Red Cross	<b>110,144</b>	132,759
Edmonton Community Foundation - Investment Readiness Program	<b>64,934</b>	-
Alberta Foundation for the Arts	<b>35,641</b>	-
Employment and Social Development Canada - Seniors and the Arts	<b>25,000</b>	-
Government of Alberta	<b>24,460</b>	49,896
Miscellaneous sponsorships	<b>2,003</b>	12,689
Suncor Energy Foundation - Kim Jenkins Scholarship Program	-	7,700
	<b>848,217</b>	<b>553,044</b>

**7. Economic dependence**

The Organization is economically dependant on grants received from the Regional Municipality of Wood Buffalo for its continued existence and ability to carry out its operations. The grant received from the Regional Municipality of Wood Buffalo accounts for 71% (2019 - 60%) of the revenue generated by the Organization.

**8. Financial instruments**

The Organization, as part of its operations, carries a number of financial instruments. It is management's opinion that the Organization is not exposed to significant interest, currency, credit, liquidity or other price risks arising from these financial instruments except as otherwise disclosed.

***Credit risk***

Credit risk refers to tech risk that a counterparty may default on its contractual obligations resulting in financial loss. The Organization is exposed to credit risk with respect to accounts receivable. The Organization assesses, on a continuous basis, accounts receivable and provides for any amounts that are not collectible in the allowance for doubtful accounts.

**9. Significant event**

As at and subsequent to year-end, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by Canadian federal, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. In accordance with the restrictions put in place by governments, the Organization has temporarily switched to remote operations, with many programs being offered virtually, while others are on hold until after the restrictions lift.

At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Organization as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

The Organization applied for the Temporary Wage Subsidy (TWS). Under the TWS, employers are able to reduce the amount of payroll deductions they are required to remit to the CRA. For the year ended December 31, 2020, the Organization claimed subsidies under this program of \$6,875.



**ARTS COUNCIL**  
WOOD BUFFALO

## Call for Board Member

Arts Council Wood Buffalo (ACWB) has appointed Kevin Thornton to the position of Director – Literary Arts on its voluntary Board of Directors until the Annual General Meeting being held June 24, 2021. Pursuant to our bylaws, this position is open to candidates wishing to be nominated or self-nominate for the portfolio. Directors are elected by the Membership for a two-year term, up to a maximum of three terms.

ACWB is a charitable organization with a mandate to *Support the growth and success of the arts*. The Board is made up of eleven members from the Wood Buffalo region, representing different aspects of the arts and business sectors.

The Board meets in-person once per month to set the policy and direction of the organization with the long-term vision that *the arts are valued as integral to a remarkable quality of life*.

### Qualifications

- At least 18 years of age
- Resident of Wood Buffalo
- Must be committed to the principles, vision, and goals of ACWB
- A combination of education and experience in their respective area with an understanding and passion for the arts in Wood Buffalo.

This position will be elected by the Membership at the Arts Council Wood Buffalo Annual General Meeting as per ACWB by-laws. This meeting is being held digitally, June 24, 2021, at 6:30PM.

For more information on Arts Council Wood Buffalo, visit [www.artscouncilwb.ca](http://www.artscouncilwb.ca). If you have questions, please contact Liana Wheeldon, Executive Director at [liana @artscouncilwb.ca](mailto:liana@artscouncilwb.ca) or 587-674-1625 x.100.

To apply, please complete a Board Application Form on our website or submit it to [liana @artscouncilwb.ca](mailto:liana@artscouncilwb.ca) by **noon, Friday, June 18, 2021**.



Kevin Thornton was unanimously appointed to the Director – Literary Arts portfolio by the Board of Directors when the position became vacant in September 2020. Kevin is a strong representative for the Literary Arts Community and advocate for the arts-at-large. The ACWB Board of Directors encourages the Membership to vote Kevin to the permanent position of Director – Literary Arts for Arts Council Wood Buffalo.

**About Kevin personally:**

Kevin is a writer. He was born in Kenya and has lived or worked there, as well as New Zealand, South Africa, Kwazulu, Namibia, Lesotho, Eswatini, Zimbabwe, England, Dubai, Abu Dhabi, Afghanistan, Alberta and Ontario. He is a joiner, not the really talented carpenter kind but one who feels the need to belong. As such in Fort McMurray he was once the Chair of the Library Board and a director of the Heritage Society, and now he hangs his hat at Arts Council. Elsewhere he is or was a member of the Keys, CWG, CWC, CWA, MWA, ITW, WGA, MofM S-In-C and the IACW. Decoding available on request. He has a wife, two sons and a thievin' beagle.

**Kevin's previous Board, Committee, and Volunteer Experience:**

Kevin served for six years on the WBRL board, including Chairperson, two years on the Heritage Society Board as well as various commitments to junior sport boards and committees, among them baseball, basketball and ringette. I am currently the Secretary of the Writers' Guild of Alberta and have spent 10 out of the last 12 years as a member of the board of the Crime Writers of Canada where I am still chairing the membership committee and sitting on both the awards and marketing committees. In addition, I am or have been a member or consultant of and for the following organizations:

- The International Thriller Writers
- Sisters-in-Crime Founding Member
- Northword Magazine
- The Mesdames of Mayhem
- The Mystery Writers of America
- The Crime Writers of Canada
- The Crime Writers Association
- The Crime Readers Association
- The Arts Council Wood Buffalo
- The Keys (The Chesterton-Knox Catholic Writers of London)
- The Short Mystery Fiction Society

**Why Kevin wishes to serve on the Arts Council Board:**

I care about the arts in general, the arts in this community, this community in particular, and the art of literature.

**Skills he will bring:**

Brevity, a slight charm, wit (some would say that is slight as well), experience. Also, a love of and care for the community, a knowledge of local mores and ways and a connection still to the way local government is supposed to be run.



# Arts Council Wood Buffalo

## By-Laws 2021



**Arts Council Wood Buffalo celebrates and supports diversity. We are committed to showing respect for all, encouraging open collaboration and communication, and creating an inclusive environment, free from barriers and discrimination. We welcome the unique contributions each individual brings in terms of education, opinions, and culture, and we do not discriminate, or tolerate discrimination by others, based on race, religion, beliefs, colour, national origin, sex, sexual orientation, gender, gender identity or expression, age, veteran status or status as a differently-abled individual, among other things.**

**We also welcome LGBTQ2+, First Nations, Metis Nations, Inuit, and Multicultural groups and individuals.**

**Arts Council Wood Buffalo recognizes that we live, work, and create on the ancestral territories of the Dene, Nêhiyawak, and Metis Nations, and other First Nations peoples. We are all treaty people together in our collective home within the boundaries of Treaty 8. We would also like to recognize the traditional knowledge holders and Elders who are still with us today, and those who have gone before us.**



In 2012 a group of likeminded artists and community members got together in the Wood Buffalo Region to form a new society that they named Arts Council Wood Buffalo. Aside from the standard reasons provided by the Alberta Societies Act, these foundational members of ACWB made sure that their application included the idea that ACWB was formed to, "...promote and support all forms of artistic expression." That objective still holds true.

As a society, ACWB has experienced rapid growth, and tremendous expansion of its original mandate, yet its members and its board still believe in the fundamental principles of transparency, accessibility, and a commitment to improving the representation of art in Wood Buffalo, and on improving ACWB's delivery of service.

These revisions to our policies and by-laws have been considered and written during a time of considerable global upheaval. The Geo-Political landscape has been fractured and tumultuous, economic topography is shifting, and a global pandemic has forced a shift in how interpersonal interactions take place. The world has become much smaller as technology connects us as individuals, and the democratization of information allows art and artists to reach a broader audience daily. We hope that, seen through such a shifting perspective, we have crafted a balance of protection and access that allows ACWB to continue to grow, and brings the art and artists of Wood Buffalo to the world in a way that ensures great success.



**ARTS COUNCIL**  
WOOD BUFFALO

2021 By-law Committee  
Dave Boutilier  
James Hine  
Scott Meller

A BY-LAW GOVERNING THE PROCEDURE AND BUSINESS OF THE  
ARTS COUNCIL WOOD BUFFALO (“THE SOCIETY”)

Amended June \_\_\_\_, 2021

BE IT HEREBY ENACTED as a By-Law of the Society as follows:

Section 1 – Interpretation

1.01 Definitions

In all By-Laws of the Society, unless the context otherwise specifies or requires:

- (a) “Act” means the *Societies Act*, R.S.A. 2000 Ch. S-14 as from time to time amended and every statute that may be substituted therefore, and, in the case of such substitution, any references in the By-Laws of the Society to the provisions of the Act must be read as references to the substituted provisions in the new statute or statutes;
- (b) “ACWB” means Arts Council Wood Buffalo; the Society;
- (b) “Annual General Meeting” means the Annual General Meeting called pursuant to Section 8.01;
- (c) “Appoint” includes “elect” and vice versa;
- (d) “Board” means the Board of Directors and Officers of the Society;
- (e) “By-Laws” means this By-Law and all other By-Laws of the Society from time to time in force and effect;
- e) “Director” means a Member appointed to the Board of Directors pursuant to Section 3.01;
- (f) “Member” or “Membership” means a member as defined in Section 2.01.

(g) "Special Resolution" means:

i. A resolution passed:

a) at a generally, special or annual general meeting of the Society of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and

b) by the vote of not less than 75% of those Members who, if entitled to do so, vote in person or by proxy,

(ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or

(iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

(h) "Corporation" means the Society as incorporated as well as employees, or board members of the Society authorized to act on its behalf.

#### 1.02 Interpretation

Save as aforesaid, all terms contained in the By-Laws of the Society which are defined in the Act or regulations must have the meaning given to such terms in the Act or regulations. Words importing the singular number include the plural and the converse must also apply.

Words importing gender include the masculine, feminine, and diverse genders. Words importing a person include a body corporate.

#### 1.03 Headings

The headings preceding the clauses of the By-Laws have been inserted for convenience of reference only and must not be considered or taken into account to constrain the terms or provisions of the By-Laws, nor deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

## Section 2 – Membership

### 2.01 Membership Eligibility

Any person who supports the aims of the Society may become a Member as defined in the ACWB Membership Policy.

### 2.02 Membership Fees

A fee to be paid annually by Members as determined by the Board:

- a) Membership fees are to be determined by the Board with a minimum 2/3 majority vote.
- b) Membership fees must be determined annually by the Board at the second meeting after the AGM and that determination reflected in the ACWB Membership Policy.
- c) The Board may choose to update the membership fee structure at any time.

### 2.03 Withdrawal from Membership

Any Member wishing to withdraw from the Membership may do as outlined in the ACWB Membership Policy.

### 2.04 Expulsion of Member

A Member may be expelled at any time for any cause upon approval by resolution of three-quarters (3/4) of the Board:

- a) Expelled members may re-apply for membership after a period of not less than one year.
  - i) Re-applications are subject to Board review and approval.
  - ii) Re-applications will be reviewed by the board annually.
- b) Expulsions from Membership are effective immediately upon the completion of the vote to expel.

## Section 3 – Board of Directors

### 3.01 Board of Directors

- (a) The Membership, will appoint all vacant positions of the Board from within its membership by majority vote. To be appointed to the Board, the member must be in good standing as per the ACWB Membership Policy at the time of the Annual General Meeting for a standard term as defined in

section 3.02 of these by-laws.

- (b) The Board, will consist of up to eleven (11) Directors, who will be elected from a variety of artistic disciplines and the local community.
- (c) By resolution the Board may appoint any Director of the Board to sit for a period of one year as a member of the Executive Committee.
- (d) The Executive Committee includes:
  - i) Chair;
  - ii) Vice-Chair;
  - iii) Secretary;
  - iv) Treasurer; and
  - v) Past Chair, if applicable

### 3.02 Term of Directors

- a) The Director(s) elected by voting Membership serve as Directors for a term of two (2) years unless they are removed pursuant to this By-Law or have resigned.
- b) A Director may serve for a maximum of three (3) consecutive terms.
- c) The Chair may serve one subsequent year as Past-Chair and, if necessary, their term as Director may be extended to three (3) years, for that term, to allow them to do so.

### 3.03 Removal of Directors

- (a) The office of a Director will be automatically vacated:
  - (i) If the Director or Officer resigns the office by delivering a written resignation to the Society;
  - (ii) If the Director or Officer resorts to or seeks the protection of any statute relating to bankruptcy or insolvency or compounds with its creditors; or
  - (iii) On the death of a Director or Officer;
- (b) The Board may remove a Director or Officer:
  - i. If the Director or Officer is absent from more than three meetings without notice or reasonable excuse as per the ACWB Board Attendance Policy;
  - ii. If the Director or Officer engages in a course of conduct that could seriously harm, or harms, the organization's finances, operations, or reputation/credibility in the community, as outlined in the ACWB Board addendum to the ACWB Code of Conduct; or

- iii. If a motion to remove the Officer or Director is submitted to the Board in writing and passed by majority vote of the Board, as outlined in the ACWB Code of Conduct.
- (c) The Membership can remove a Director or Officer
- i. If a motion to remove the Officer or Director is submitted to the Corporation and passed by a majority of Membership; or
  - ii. If a motion is made at the Annual General Meeting and is passed by a majority of the Membership.

### 3.04 Vacancies

The Board may, by a majority of votes, as necessary, appoint a person as a Director for the purpose of filling a vacancy on the Board created by the resignation or removal of a Director. Such appointment must continue until the next Annual Meeting and will not be considered part of the said Director's official term for the purposes of Section 3.02.

### 3.05 Remuneration and Expenses

- a) The Directors and Officers must serve without remuneration and must not directly or indirectly receive any profit from the position as a director or officer.
- b) A Director or Officer may be paid reasonable expenses incurred by the Director or Officer in the performance of their duties.
- c) Any Director or Officer who is engaged in or is a member of a firm engaged in any business or profession must not be retained by the Society to provide services to the Society without the approval by resolution of two-thirds (2/3) or the Directors present at a properly constituted Board meeting.
  - i) The resolution must specify the term and conditions of the engagement.
- d) Nothing contained in this section must be construed to preclude any employee of the Society from serving the Society as a Director and receiving compensation for their employment with the Society.

### 3.06 No Liability

No Director of the Society is liable for the acts, receipts, neglects or defaults, or for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society must be invested or contributed, or for any

loss or damage arising from the bankruptcy or insolvency or tortuous act of any person with whom any monies securities, or effects of the Society must be deposited, or for any loss occasioned by an error of judgment or oversight on the Director's part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's office or undertaking or in relation thereto, unless the same happened through the Director's own dishonesty or willful neglect.

### 3.07 Indemnity by the Society

Subject to such limitations as may be imposed by law, every Director of the Society and the Director's heirs, executors, administrators, and other legal personal representatives must be indemnified by the Society against, and the Board must pay out of funds of the Society, any liability and all costs, charges and expenses that such Director must sustain or incur in respect of any action, suit or proceedings that is proposed or commenced against the Director by reason of any act or thing done or permitted by the Director by reason of the execution of the Director's office or undertaking, if:

- (a) The Director acted honestly and in good faith with a view to the best interests of the Society;
- (b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director had reasonable grounds for believing that the conduct was lawful; and/or
- (c) The Director acted without dishonesty and without willful neglect.

### 3.08 Meetings of the Board of Directors:

- a) Meetings of the Board must be held in accordance with the Board Meeting Policy.
- b) If the Board chooses to make available telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the policies and procedures of the Organization. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the



policies and procedures of the Organization, by means of any telephonic, electronic or other communication facility that the organization has made available for that purpose.

### 3.09 Notice of Meetings

Notice of Meetings must be delivered in accordance with the Board Meeting Policy.

### 3.10 Quorum

50% plus one of the Directors elected or appointed constitutes a quorum for the transaction of business at any meeting of the Board.

### 3.11 Voting

Questions arising at any meeting of the Board must be decided by a majority of votes cast at that meeting. In the case of an equality of votes, the Chair of the meeting must not have a second or casting vote and the question in such case must be considered lost.

### 3.12 Rules of Procedure

The Board may establish by resolution rules to be followed at the meetings of the Board as outlined in the Board Meeting Policy.

### 3.13 Resolution in Writing

A resolution in writing signed by all the Directors personally, or confirmed by email, facsimile or other similar method of communication from all Directors in accordance with the policies of the Society, will be valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.

### 3.14 Conflict of Interest

The Directors may establish, by resolution, actions designed to address real or perceived conflicts between the interests of the Society and the interests of the Directors, Members, and employees of the Society.

### 3.15 Registered Office

The registered office of the Society shall be a place within the Province of Alberta as is specified in the notice filed with the articles of incorporation and thereafter as the Board may determine from time to time.

## Section 4 - Committees

### 4.01 Committees

Committees are an integral part to the functioning and advancement of a society, and ACWB is no exception. While there is no limitation to the type and number of *ad hoc* committees that may be instituted for whatever purpose they are required for, the following standing committees are required:

- a) Governance;
- b) Nominating;
- c) Membership;
- d) Finance; and
- e) Human Resources

### 4.02 Governance Committee

Duties of the Governance Committee include recommending action to the Board for structural changes to ensure the Society is in compliance with its legal and fiduciary duties. The Governance Committee is accountable for the Board's and the Society's governance guidelines and policies.

### 4.03 Nominating Committee

The role of the Nomination Committee is to develop and maintain a formal, rigorous and transparent procedure for making recommendations on appointments and reappointments to the board of the Society. In addition, it is responsible for recommending appointments to the various committees and subcommittees of the Society, and reviewing the succession plans for the Executive Director, Board Directors, and Executive Committee.

### 4.04 Membership Committee

The Membership Committee is responsible for collaborating with committees, sections, special interest groups, and Membership, Board and staff liaisons on key strategies, challenges, and needs in order to provide insight on membership recruitment, engagement and retention.

### 4.05 Finance Committee

The role of the Finance Committee is to share the workload of the Treasurer in managing and monitoring the society's finances. It must be chaired by the Treasurer and provides an opportunity for detailed discussion and consideration

of financial matters, with regular reporting to the Board. The Finance Committee also takes on a leadership role for planning and coordinating revenue-generating strategies.

#### 4.06 Human Resources (“HR”) Committee

Comprised of the Executive Committee of the Board and supplemented by experts from the Membership and community members as required, the HR Committee is responsible for executing an annual performance review and salary review of the Executive Director of ACWB, as well as to develop policies and procedures that apply to all employees, and contractors of ACWB.

#### 4.07 Committee Composition

Each Committee must be chaired by a Director and each subcommittee must be chaired by a member of the Membership.

### Section 5 – Duties and Responsibilities of the Executive Committee

#### 5.01 Duties of the Chair

- (a) To sit on all committees of the society (*ex officio*);
- (b) To prepare the agenda, and chair the scheduled board meetings of the society;
- (c) To publicly represent the board in all written documentation and media responses;
- (d) To vote in any resolution of the board only in the event of a tie;
- (e) To approve the annual report to the membership; and
- (f) To delegate any duties of the chair as required.

#### 5.02 Duties of the Vice Chair

- (a) To assume the duties of the chair, should the chair forfeit, or delegate them.

#### 5.03 Duties of the Secretary

- (a) To take and distribute all minutes of all board meetings, delegating responsibility when absent;
- (b) To be the custodian of all documentation of the Society;
- (c) To be responsible for the maintenance of accurate documentation;

- (d) To ensure all legal requirements are met, such as annual filing deadlines; and
- (e) To be responsible for the review of all documentation, ensuring documents are updated as necessary, safely stored, and readily accessible.

#### 5.04 – Duties of the Treasurer

- (a) To ensure an accurate record of all financial transactions of the Society is maintained;
- (b) To adhere to, and administer any financial policy documents of the Society
- (c) To ensure the preparation of an annual financial statement for the Membership;
- (d) To work with any external book keeper, accountant, and auditors as required to conduct Society business.

### Section 6 - Execution of Instruments

#### 6.01 Signing Authority

The Board may designate by resolution the manner in which the person or persons by whom any particular instrument or class of instruments may or must be executed, and all instruments so executed must be binding upon the Society without further authorization or formality. In the event that such a resolution is not passed, any and all documents, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be executed on behalf of the Society by any two Officers or any two Directors or by one Officer and one Director, together.

#### 6.02 Cheques, Drafts and Notes

All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange must be signed in such manner and by such Directors of the Society or other persons or any combination of the foregoing as the Board may, from time to time, designate by resolution.

#### 6.03 Seal of the Society

The Seal of the Society must be kept at the offices of the Society and it will be used in accordance with the Board's resolution for the execution of particular instruments and documents.

## Section 7 - Records, Fiscal Year, Annual Report

### 7.01 Books and Records

The Board must see that all necessary books and records of the Society required by the By-Laws of the Society or by any applicable statute or law are regularly and properly kept and must, at all reasonable times during regular business hours, be open to inspection by Members.

### 7.02 Fiscal Year

Unless otherwise determined by the Board, the fiscal year of the Society must terminate on the 31st day of December in each year.

### 7.03 Annual Report

Unless otherwise determined by the Board, the Society must prepare and, on or about one hundred and eighty (180) days after the end of each fiscal year, submit to the Membership an annual report, which must include the financial statements and any other statements and reports that the Board may require.

## Section 8 –Meetings

### 8.01 Annual General Meeting

The Society must hold an Annual General Meeting (“AGM”). This meeting is the only general meeting required of the society. At the AGM, the Membership must elect all vacant or to term board positions, from the Membership.

(a) The AGM will take place on or before June 30th of each year and must include the following items:

- Welcome by Chair
- Call To Order
- Attendance Report
- Approval of Agenda
- Approval of Minutes from previous year
- Financial Report
- Appointment of Auditor
- President’s Report
- Election of Directors

- Next Meeting
- Adjournment of Meeting

- (b) Notice of the AGM and all Special Resolutions must be sent no less than twenty-one (21) days prior to their occurrence, as per section 1.01 of these bylaws;
- (c) Each voting member, as defined in the Membership Policy, must have the right to vote at any meeting of Members of the Society. Votes may be made in person or in proxy.
- (d) The membership may establish by resolution the rules of procedure to be followed at all meetings of the membership. Without limiting the foregoing, the membership may, by resolution, direct that votes be taken by secret ballot.
- (e) A proxy may appoint an individual to vote on behalf of the appointer or record a vote where a copy of the resolution is included in the meeting notice. The instrument appointing a proxy or recording a vote must be in writing in any effectual form under the hand of the appointer or the appointer's attorney duly authorized in writing and need not be attested. No person who is not a Member, as defined in the Membership Policy, may be appointed as a proxy.
- (f) A proxy is valid only at the meeting or for the resolution in respect of which it is given or any adjournment of that meeting or resolution. A proxy may be revoked, at any time, in writing under the hand of the appointer or the appointer's attorney.
- (g) The proxy must be left with the chairperson or with such other person in such other place as may be specified in the notice of meeting or at the meeting with the chairperson thereof before the vote is taken. In default of such deposit, such proxy is not valid.
- (h) If the Board chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the policies and procedures of the Organization. A person participating in a meeting by such means is deemed to be present at the meeting.
- (i) Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the policies and procedures of the

organization, by means of any telephonic, electronic or other communication facility that the organization has made available for that purpose.

- (j) Quorum for the AGM will be twenty (20) percent of voting members, as defined in the Membership Policy, in person or by duly executed Proxy, as recorded in the records of the Society, or however many members of the society choose to attend the AGM 30 minutes after the listed time on the notifications published, to a minimum of seventy-five (75) percent of the sitting board plus no less than 5 general members.

#### 8.02 Special Meetings of the Society

Upon the written request setting forth the reasons for calling such meetings signed by at least five (5) members of the board or at least one-third (1/3) of the Membership, the Chair must call a special meeting of the Society. This meeting must occur within thirty (30) days of the request.

#### 8.03 Notice of Meetings

- a) Notice of scheduled meetings of the Board of Directors must be made available to the membership via electronic media.
  - i) Formats of transmission may include, but are not limited to: Email, Website notices, and posts on social media. Notice will be posted at a minimum of 7 days before each regularly scheduled meeting.
- b) Non board members, must be excused for all in camera sections of board meetings.

### Section 9 – Borrowing Powers

#### 9.01 Powers of Society

For the purposes of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit. In no case must debentures be issued without the sanction of a special resolution, as defined in the Act, or the Society's By-laws.

## Section 10 – Audit

### 10.01 Audit Annually

The books, accounts and records of the Society must be audited each year by a duly qualified accountant. A complete and proper statement of the standing of the accounts for the previous year must be submitted by such Auditor at the Annual Meeting of the Society.

## Section 11 – Amendment to the By-Laws

### 11.01 Method of amendment

These By-Laws may be amended, altered, added to or rescinded by special resolution of the Society. Such changes to the By-laws are not effective until such time as the changes have been accepted and registered by the Registrar under the Societies Act.

## Section 12 - Distribution of Property upon Winding Up or Dissolution of the Society

### 12.01 Return to Grant Sponsors

All property in the hands of the Society upon winding up or dissolution of the Society that has been placed in its hands by a grant sponsor and has not been disbursed pursuant to the terms of the granting agreement between the Society and the Grant Sponsor must be returned to the Grant Sponsor or otherwise dealt with in accordance with the agreements between the Society and the Grant Sponsor.

### 12.02 Casino funds

Any funds remaining in the hands of the Society upon winding up or dissolution of the Society that originated from casino revenue which remain after the payment of all debts, liabilities and other obligations of the Society for which such funds can be used pursuant to the terms of the casino license, must be delivered to a registered charitable organization determined by the Board and which is acceptable pursuant to the terms of the casino license.

### 12.03 Remaining funds or assets

Any remaining funds or assets in the hands of the Society, with the exception of casino funds per bylaw 12.02, and grants funds per bylaw 12.01, upon winding up or dissolution of the Society after the payment of all debts,



liabilities and other obligations of the Society of any kind must be delivered to a registered charitable organization determined by the Board.

I hereby certify that the following by-laws were approved by special resolution at the Annual General Meeting of Arts Council Wood Buffalo on June \_\_\_, 2021.

---

Dave Boutilier, Chair

Date