

THE LEGISLATIVE ASSEMBLY OF ALBERTA

BILL Pr4

ROSEBUD SCHOOL OF THE ARTS  
AMENDMENT ACT, 2024

MRS. PETROVIC

First Reading . . . . .

Second Reading . . . . .

Committee of the Whole . . . . .

Third Reading . . . . .

Royal Assent . . . . .

## **BILL Pr4**

2024

### **ROSEBUD SCHOOL OF THE ARTS AMENDMENT ACT, 2024**

*(Assented to , 2024)*

#### **Preamble**

WHEREAS Rosebud School of the Arts was established by the *Rosebud School of the Arts Act*, SA 1988 c54, as amended by the *Rosebud School of the Arts Amendment Act, 2014*, SA 2014 c20; and

WHEREAS Rosebud School of the Arts has presented a petition praying that the *Rosebud School of the Arts Act* be amended and it is expedient to grant the prayer of the petition;

THEREFORE HIS MAJESTY, by and with the advice and consent of the Legislative Assembly of Alberta, enacts as follows:

#### **Amends SA 1988 c54**

**1 The *Rosebud School of the Arts Act* is amended by this Act.**

**2 Section 1 is repealed and the following is substituted:**

#### **Definitions**

**1** In this Act,

- (a) “Board” means the Board established under section 2;
- (b) “bylaws” means the bylaws prescribed by the Board under section 7(1);
- (c) “chair” means the chair of the Board elected under section 7(2);
- (d) “executive director” means the individual appointed as the executive director under section 9(a);

## Explanatory Notes

**1** Amends chapter 54 of the Statutes of Alberta, 1988.

**2** Section 1 presently reads:

*1 In this Act,*

- (a) "Board" means the Board of Governors of the Rosebud School of the Arts;*
- (b) "Chair" means the Chair of the Board;*
- (c) "Governor" means a Governor of the Board;*
- (d) "School" means the Rosebud School of the Arts;*
- (e) "School Staff" includes all salaried instructors, facilitators, administrators and all others engaged in the work of teaching.*

- (e) “Governor” means a member of the Board;
- (f) “Guild” means the association established under section 9(d);
- (g) “Organization” means the body corporate established as Rosebud School of the Arts under section 2 and consists of the Board;
- (h) “Staff” means all salaried instructors, facilitators, artistic and production personnel, administrators and all other persons engaged in the work of teaching, giving instruction, carrying out artistic work, production work or research on behalf of or in support of the Organization and its operations;
- (i) “vice-chair” means the vice-chair of the Board elected under section 7(2).

**3 Sections 3 to 7 are repealed and the following is substituted:**

**Objects**

**3** The objects of the Organization are as follows:

- (a) to advance education by
  - (i) establishing and operating a guild-style educational institution for the study of the theoretical and practical fields of performing and fine arts,
  - (ii) providing publicly available scholarships, bursaries and other forms of financial assistance to the Organization’s students to be used for performing and fine arts education at the Organization, and
  - (iii) providing professional apprenticeship opportunities in the fields of performing and fine arts;
- (b) to advance the public’s appreciation of the arts by
  - (i) producing public performances, art exhibitions and presentations, and
  - (ii) providing professional opportunities for artists and apprentices to perform, exhibit and present artistic works;

*giving instruction or carrying out artistic pursuits and research on behalf of and in support of the School and its operations.*

**3** Sections 3 to 7 presently read:

*3 The objects of the School are:*

- (a) to establish, maintain, conduct and support with related activities an educational institution of secondary and higher learning in both the theoretical and practical fields of the Fine Arts;*
- (b) to promote cultural development and awareness among the members of the community;*
- (c) to promote and advance the cause of the Christian church and the betterment of society by the promulgation of the Gospel of Jesus Christ;*
- (d) to receive gifts, donations, bequests, grants and other property from any source;*
- (e) to act as a benevolent charitable foundation;*
- (f) to provide community and residential programs to promote and encourage the development of the Fine Arts;*
- (g) to further the intellectual, spiritual, moral, physical and social developments of, as well as a community spirit among its undergraduates, graduates and teaching staff;*
- (h) to conduct in-service and continuing education programs, workshops and institutes for academic communities and the community as a whole.*

- (c) to advance the Christian faith by promoting the inclusive and grace-filled worldview embodied in the life of Jesus Christ and found in the Christian gospels;
- (d) to undertake activities ancillary and incidental to the attainment of the objects of the Organization.

#### **Non-profit**

**4(1)** All the Organization's property must be devoted to or used in support of the Organization's objects, and no part of the Organization's property may be distributed to or otherwise made available for the personal benefit of a Governor, except as provided for in subsection (3) or (4).

**(2)** If, upon the winding up or dissolution of the Organization, there remains, after satisfaction of its debts, liabilities and obligations, any property or asset of any kind, that property or asset must not be paid or distributed generally among the Governors of the Organization, but must be paid or transferred to such qualified donees, as defined in section 149.1 of the *Income Tax Act* (Canada), the objects of which, in the opinion of the Board, most closely resemble those of the Organization.

**(3)** The Organization may contract with a Governor to provide professional services other than performing the function of a Governor and pay that Governor for such professional services.

**(4)** The Organization may reimburse a Governor for reasonable expenses incurred in carrying out the Governor's duties.

#### **Powers**

##### **5 The Organization**

- (a) may borrow, raise or secure the payment of money for any of the objects of the Organization in such a manner as it considers expedient,
- (b) may engage the services of any bank, treasury branch, trust company or credit union and enter into agreements for that purpose,
- (c) may invest all or part of the property of the Organization in investments as the Board considers advisable from time to time, and

*4(1) All of the property of the School shall be devoted to educational, fine arts and charitable activities and no part of the property of the School shall be distributed to, or otherwise be made available for the personal benefit of any member thereof except pursuant to subsections (3) and (4).*

*(2) If upon the winding up or dissolution of the School there remains, after satisfaction of all its debts, liabilities and obligations, any property or assets whatsoever, the same shall not be paid or distributed generally among the members, but shall be paid or transferred to such other charitable organization in Canada the objects of which, in the opinion of the Board, most closely resemble those of the School.*

*(3) The School may contract with a member of the Board or a Governor to provide professional services other than the function of a Governor and pay him for such services.*

*(4) The School may reimburse a member of the Board or a Governor for his actual and reasonable expenses, incurred in carrying out the duties of same.*

## *5 The School*

*(a) may borrow, raise or secure the payment of money for any of the purposes of the School in such manner as it deems expedient;*

*(b) may engage the services of any bank, treasury branch, trust company or credit union and enter into agreements for that purpose;*

*(c) may proceed to invest the property or portions thereof of the School in investments as the Board may from time to time deem advisable;*

*(d) generally, shall do or cause to be done all things necessary or incidental to the operation of a charitable foundation for the purposes of achieving its objects.*

*6(1) The School shall be managed and administered by a governing Board of Governors of no fewer than 12 members.*

*(2) The Board of Governors shall be appointed with qualities, skill sets and experience that will enable the Board to capably fulfill its duties and responsibilities.*

*(3) The term of office for a Governor shall be 3 years.*

*(4) No person except the Executive Director of the School shall be elected as a Governor for more than 2 consecutive 3-year terms.*

- (d) generally, may do or cause to be done all things necessary or incidental to the operation of the Organization for the purpose of achieving its objects.

### **Board of Governors**

- 6(1)** The Board must consist of at least 6 Governors, but no more than 12 Governors, appointed in accordance with this section and the bylaws.
- (2)** An individual is eligible to be appointed as a Governor only if the individual possesses the qualities, skills and experience necessary to capably fulfill their duties and responsibilities.
- (3)** The term of office for each Governor may not exceed 3 years.
- (4)** Subject to subsection (5)(b), no individual may be appointed as a Governor for more than 3 consecutive terms.
- (5)** The executive director of the Organization may be appointed
  - (a) as a Governor, and
  - (b) for more than 3 consecutive terms.

### **Bylaws and procedure**

- 7(1)** Subject to the provisions of this Act, the Board may, by bylaw, prescribe
  - (a) the method of appointment, replacement, resignation and removal of Governors, the method of election of a chair and vice-chair and the procedures to be followed by the Board,
  - (b) conditions of office for Governors, and
  - (c) requirements respecting the development and approval of policies and procedures that the Board considers necessary for the governance or operation of the Organization.
- (2)** The Board must elect from among the Governors a chair and vice-chair and may, from time to time and by majority vote, replace the chair or vice-chair.



*(5) A person holding the position of Executive Director of the School may serve on the Board of Governors for an unlimited number of terms.*

*7(1) The Board shall by by law prescribe the terms of office and method of election, appointment, replacement and retirement of members of the Board and the procedure to be followed by the Board, subject to the provisions of this Act.*

*(2) The Board shall elect from among its membership a chair and vice chair and may from time to time by majority vote replace either.*

*(3) Each member of the Board shall have one vote except the member acting as chair of the Board who shall cast a vote only if there is a tied vote on a resolution.*

(3) Each Governor has one vote, except the chair, who may cast a vote only if there is a tied vote on a resolution presented to the Board.

(4) The chair presides over meetings of the Board.

(5) In the absence of the chair at a meeting of the Board, the vice-chair presides over the meeting.

(6) No business may be transacted at a meeting of the Board unless a majority of Governors are present.

**4 Section 8 is amended by striking out “shall be filled” and substituting “may be filled”.**

**5 Section 9 is repealed and the following is substituted:**

**Duties of the Board**

**9** The Board is responsible for the governance and oversight of the Organization, including in respect of the following matters:

- (a) appointing an individual as the executive director of the Organization who reports to the Board;
- (b) approving the annual budget of the Organization and implementing policies to ensure accountability with respect to the expenditure or use of the Organization’s assets;
- (c) approving organizational policies and criteria with respect to granting diplomas and certificates;
- (d) establishing an association, known as the Rosebud School of the Arts Guild, consisting of graduates of the Organization who have successfully completed a particular course of study;
- (e) governing the activities and operations of the Guild, including the manner in which an individual may be inducted into the Guild;
- (f) appointing an executive committee and such other committees as the Board considers advisable;

**4** Section 8 presently reads:

*8 Any vacancy of the Board for any cause other than expiration of the term of appointment shall be filled for the remainder of the term by an appointment made by resolution of the remaining Governors.*

**5** Section 9 presently reads:

*9 The conduct, management and control of the School and its property, revenues, business and affairs are vested in the Board and the Board has all the powers necessary or convenient to perform its duties and achieve the objects and purposes of the School, including, without limiting the generality of the foregoing, the power:*

- (a) to appoint and to remove and to fix the number, duties, salaries and other benefits of the teaching staff and any supportive administrative staff and any other employees, servants or agents;*
- (b) to make rules governing the educational policy, the admission of students, the curriculum, the issuance of diplomas and certificates of fellowship to graduates and any other matter whatsoever in connection with the operation of the School;*
- (c) to appoint an executive committee and such other committees of the Board as it deems advisable and to delegate to any such committee any of its powers, except its power to make by laws and orders;*
- (d) to make such by-laws and orders as are deemed necessary for the management of the affairs of the School and from time to time to amend, alter or repeal those by laws and orders, or any of them, as the Board deems fit and proper.*

- (g) delegating, as the Board considers advisable, to a committee appointed under clause (f) any of the Board's powers, except the power to delegate or to make bylaws.

**6 Section 10 is repealed and the following is substituted:**

**Indemnity, limitation of liability and insurance**

**10(1)** The Organization may indemnify and save harmless a Governor from all actions undertaken by the Governor on behalf of the Organization acting in good faith, provided that no Governor is indemnified by the Organization in respect of any liability, costs, charges or expenses that they sustain or incur as a result of their own fraud, wilful neglect or wilful default.

**(2)** No Governor is liable, unless occurring through the Governor's own fraud, dishonesty, wilful neglect or wilful default, for any of the following:

- (a) the acts or omissions of any other Governor or Staff;
  - (b) any loss, damage or expense suffered by the Organization
    - (i) through the insufficiency or deficiency of title to any property acquired by order of the Board, or
    - (ii) in respect of any deficiency of any security in or upon which any monies of the Organization are invested;
  - (c) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Organization are deposited or for any loss occasioned by any error of judgment or oversight on the part of the Governor;
  - (d) any loss or damage which may occur in the execution of the duties of the Governor's office, or in relation to or in respect of any other act or omission of a Governor in their capacity that causes loss, damage or expense.
- (3)** The Organization may purchase and maintain liability insurance or such other insurance for the benefit of Governors as the Board considers appropriate.
- (4)** Nothing in this section affects the liability of the Organization with respect to loss or damage, including loss or damage caused by an act or omission of a Governor, for which the Governor is not liable under subsection (2).

**6** Section 10 presently reads:

*10 A majority of the Governors shall constitute a quorum of the Board.*

**7 Section 12 is repealed and the following is substituted:**

**Records**

**12** The Board must maintain the records of the Organization, including its bylaws, a list of Governors and adequate accounting records.

**8 The following sections are amended by striking out “School” wherever it occurs and substituting “Organization”:**

**Section 11**

**Section 13**

**Section 14**

**7** Section 12 presently reads:

*12(1) The Board shall maintain the records of the School, including its by-laws, a list of the members of the School and of the Board and adequate accounting records.*

*(2) The records referred to in subsection (1) shall be kept at the head office of the School and the Board shall permit any person to inspect them during normal business hours and provide a copy thereof, upon payment of a reasonable fee.*

**8** Update terminology.

RECORD OF DEBATE

Stage	Date	Member	From	To
		Interventions	From	To
Stage	Date	Member	From	To
		Interventions	From	To
Stage	Date	Member	From	To
		Interventions	From	To
Stage	Date	Member	From	To
		Interventions	From	To
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