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George R. Gardiner Museum of Ceramic Art Act

R.S.O. 1990, Chapter G.7

**Consolidation Period:** From October 19, 2021 to the [e-Laws currency date](http://www.e-laws.gov.on.ca/navigation?file=currencyDates&lang=en).

Last amendment: [2017, c. 20, Sched. 8, s. 85](http://www.ontario.ca/laws/statute/S17020" \l "sched8s85).

Legislative History: 1993, c. 27, Sched.; 1997, c. 26, Sched.; [2004, c. 8, s. 46, Table](http://www.ontario.ca/laws/statute/S04008" \l "s46s2); [2006, c. 21, Sched. F, s. 113](http://www.ontario.ca/laws/statute/S06021" \l "schedfs113); [2017, c. 20, Sched. 8, s. 85](http://www.ontario.ca/laws/statute/S17020" \l "sched8s85).

Definitions

**1** In this Act,

“Board” means the Board of Trustees of the Museum; (“conseil”)

“Museum” means The George R. Gardiner Museum of Ceramic Art; (“Musée”)

“property” means real or personal property and any interest therein. (“biens”) R.S.O. 1990, G.7, s. 1.

George R. Gardiner Museum of Ceramic Art continued

**2** (1)  The corporation without share capital known as The George R. Gardiner Museum of Ceramic Art is continued. R.S.O. 1990, c. G.7, s. 2 (1).

Composition of the Museum

(2)  The Museum shall consist of the members of the Board. R.S.O. 1990, c. G.7, s. 2 (2).

Objects of the Museum

**3** The objects of the Museum are, for charitable purposes,

(a) to collect, conserve, lend and exhibit to the public works of ceramic, decorative and fine art and materials associated with civilizations producing such art;

(b) to promote research, education and public interest in the origin, history, development, techniques and appreciation of ceramic, decorative and fine art; and

(c) to provide facilities and services for the purposes referred to in clauses (a) and (b). R.S.O. 1990, c. G.7, s. 3.

Board of Trustees

**4** (1)  The affairs of the Museum shall be managed and controlled by the Board which shall consist of fifteen trustees as follows:

1. Five persons appointed by the Board of Regents of Victoria University.

2. One person appointed by the council of the City of Toronto.

3. Nine persons appointed initially by the Lieutenant Governor in Council of whom two shall be George Ryerson Gardiner and Helen Elsie Elizabeth Gardiner and thereafter those nine persons elected in the manner prescribed by the by-laws of the Board by the nine trustees initially appointed under this paragraph or their successors. R.S.O. 1990, c. G.7, s. 4 (1); 1997, c. 26, Sched.

Term of office

(2)  A trustee appointed or elected under subsection (1) shall hold office for a term of two years and until his or her successor is appointed or elected, as the case may be. R.S.O. 1990, c. G.7, s. 4 (2).

Vacancies

(3)  Where a vacancy occurs on the Board, the vacancy may be filled,

(a) in the case of a vacancy of a trustee appointed under paragraph 1 or 2 of subsection (1), by appointment by the body that appointed the trustee whose office is vacant; and

(b) in the case of a vacancy of a trustee appointed or elected under paragraph 3 of subsection (1), by appointment by the remaining trustees appointed or elected under that paragraph,

and the person so appointed shall serve for the remainder of the unexpired term of the trustee whose office is vacant. R.S.O. 1990, c. G.7, s. 4 (3).

Reappointment and re-election

(4)  A trustee is eligible for reappointment or re-election, as the case may be. R.S.O. 1990, c. G.7, s. 4 (4).

Chair, vice-chair

(5)  The trustees shall annually elect from among themselves a chair and one or more vice-chairs. R.S.O. 1990, c. G.7, s. 4 (5).

Idem

(6)  The chair shall preside at all meetings of the Board and, in the chair’s absence, a vice-chair shall preside, and, in the absence of the chair and the vice-chairs, the members present at a meeting shall elect one of themselves to preside. R.S.O. 1990, c. G.7, s. 4 (6).

Compensation

(7)  The trustees shall serve without compensation, and no trustee shall directly or indirectly receive any remuneration as such but reasonable expenses incurred by any trustee in the performance of his or her duty may be paid. R.S.O. 1990, c. G.7, s. 4 (7).

**Section Amendments with date in force (d/m/y)**

1997, c. 26, Sched. - 01/01/1998

Indemnity

**5** (1)  Subject to subsection (2), every trustee and officer of the Museum and his or her heirs, executors, administrators and other legal personal representatives may from time to time be indemnified and saved harmless by the Museum from and against,

(a) any liability and all costs, charges and expenses that the person sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against the person for or in respect of anything done or permitted by him or her in respect of the execution of the duties of his or her office; and

(b) all other costs, charges and expenses that he or she sustains or incurs in respect of the affairs of the Museum. R.S.O. 1990, c. G.7, s. 5 (1).

Limitation

(2)  No trustee or officer of the Museum shall be indemnified by the Museum in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of any duty or responsibility imposed upon him or her under this Act or under any other statute unless, in an action brought against the trustee or officer in his or her capacity as trustee or officer, he or she has achieved complete or substantial success as a defendant. R.S.O. 1990, c. G.7, s. 5 (2).

Insurance

(3)  The Museum may purchase and maintain insurance for the benefit of a trustee or officer thereof, except insurance against a liability, cost, charge or expense of the trustee or officer incurred as a result of failure to exercise the powers and discharge the duties of office honestly, in good faith and in the best interests of the Museum, exercising in connection therewith the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. R.S.O. 1990, c. G.7, s. 5 (3).

Powers of Board

**6** The Board may,

(a) make by-laws, rules and regulations necessary or incidental to carrying out the objects of the Museum and the powers and duties of the Board;

(b) appoint a Director of the Museum but the Director shall not be a trustee of the Museum;

(c) appoint, promote, transfer or remove such employees as the Board considers necessary from time to time for the proper conduct of the affairs of the Museum and the Board may delegate all or a part of the authority for so doing to the Director;

(d) fix the number, duties, salaries, qualifications and tenure of office or employment and other emoluments of employees of the Museum;

(e) provide for the retirement and superannuation of persons mentioned in clauses (b) and (c);

(f) appoint by resolution a trustee or trustees of the Board, or any other person or persons, to execute on behalf of the Board any documents or other instruments in writing and to affix the corporate seal of the Museum thereto;

(g) appoint an executive committee composed of the chair, a vice-chair and not more than five trustees of the Board and delegate to the executive committee such powers of the Board as the Board may from time to time decide;

(h) appoint other committees from the trustees of the Board and such other committees as are considered desirable, and confer upon any such committees authority to act for the Board with respect to any matter or any class or classes of matters;

(i) enter into agreements with any association or organization to promote the objects of the Museum;

(j) enter into agreements with one or more universities, colleges, schools or school boards consistent with the objects of the Museum; and

(k) generally conduct and manage the business and affairs of the Museum. R.S.O. 1990, c. G.7, s. 6; 1993, c. 27, Sched.

**Section Amendments with date in force (d/m/y)**

1993, c. 27, Sched. - 31/12/1991

Fiscal year

**7** The fiscal year of the Museum may be determined by the Board from time to time by by-law. R.S.O. 1990, c. G.7, s. 7.

Property

**8** The Museum has, in addition to the powers, rights and privileges mentioned in section 92 of Part VI (Interpretation) of the Legislation Act, 2006, the power to purchase or otherwise acquire, take or receive by gift, bequest or devise and to hold and enjoy any estate or property whatsoever, and to sell, grant, convey, mortgage, lease or otherwise dispose of the estate or property or any part thereof from time to time and as occasion may require, subject to section 16 of this Act, and to acquire other estate or property in addition thereto or in place thereof. R.S.O. 1990, c. G.7, s. 8; 2006, c. 21, Sched. F, s. 113.

**Section Amendments with date in force (d/m/y)**

[2006, c. 21, Sched. F, s. 113](http://www.ontario.ca/laws/statute/S06021" \l "schedfs113) - 25/07/2007

Tax exemptions

**9** The property vested in or leased to the Museum is not liable to taxation for municipal or school purposes, so long as it is actually used and occupied for the purposes of the Museum. R.S.O. 1990, c. G.7, s. 9.

Application of property

**10** The property and the income, revenues, issues and profits of all property of the Museum shall be applied solely to achieving the objects of the Museum. R.S.O. 1990, c. G.7, s. 10.

Borrowing powers

**11** The Board may borrow money upon the credit of the Museum, and may issue bonds, debentures or other securities of the Museum, and may pledge or sell them for such sums or at such prices as may be considered expedient or necessary, and hypothecate, mortgage or pledge all or any of the property, rights or powers of the Museum to secure any bonds, debentures or other securities and any indebtedness of or money borrowed for the purposes of the Museum. R.S.O. 1990, c. G.7, s. 11.

Investment of funds

**12** The funds of the Museum not immediately required for its purposes and the proceeds of all property that come to the Museum, subject to any trust or trusts affecting them, may be invested in such investments as the Board considers proper. R.S.O. 1990, c. G.7, s. 12.

Audit

**13** The Board shall appoint one or more auditors licensed under the Public Accounting Act, 2004 to audit the accounts and transactions of the Museum at least once a year. R.S.O. 1990, c. G.7, s. 13; 2004, c. 8, s. 46.

**Section Amendments with date in force (d/m/y)**

[2004, c. 8, s. 46, Table](http://www.ontario.ca/laws/statute/S04008" \l "s46s2) - 01/11/2005

Annual report, etc.

**14** (1)  The Board shall submit to the Minister of Culture and Communications an annual report and such other reports as the Minister may request from time to time. R.S.O. 1990, c. G.7, s. 14 (1).

Tabling

(2)  The Minister shall submit the annual report to the Lieutenant Governor in Council and shall then lay the report before the Assembly if it is in session or, if not, at its next session. R.S.O. 1990, c. G.7, s. 14 (2).

Authority to make grants to the Museum

**15** (1)  The Minister of Culture and Communications, with the approval of the Lieutenant Governor in Council and upon such terms and conditions as the Lieutenant Governor in Council may prescribe, may make grants for the endowment of the Museum and for the construction of Museum buildings. R.S.O. 1990, c. G.7, s. 15 (1).

Money

(2)  The money required for the purposes of subsection (1) shall be paid out of the Consolidated Revenue Fund. R.S.O. 1990, c. G.7, s. 15 (2).

Trust property

**16** Nothing in this Act authorizes the Board to alienate, hypothecate, mortgage or pledge any real or personal property given, devised or bequeathed to it with a condition annexed to such gift that the property shall not be alienated, hypothecated, mortgaged or pledged. R.S.O. 1990, c. G.7, s. 16.

Dissolution

**17** Upon the dissolution of the Museum and after the payment of all debts and liabilities, the remaining property of the Museum shall be given to a museum, art gallery or educational institution designated by the Lieutenant Governor in Council. R.S.O. 1990, c. G.7, s. 17.

Not-for-Profit Corporations Act, 2010

**18** (1)  The Not-for-Profit Corporations Act, 2010 applies to the Museum, except as prescribed by regulation under subsection (2). 2017, c. 20, Sched. 8, s. 85.

Regulations

(2)  The Lieutenant Governor in Council may make regulations prescribing provisions of the Not-for-Profit Corporations Act, 2010 that do not apply to the Museum. 2017, c. 20, Sched. 8, s. 85.

**Section Amendments with date in force (d/m/y)**

[2017, c. 20, Sched. 8, s. 85](http://www.ontario.ca/laws/statute/S17020" \l "sched8s85) - 19/10/2021

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