**Visual Arts Alberta - CARFAC**

**Annual General Meeting DRAFT MINUTES**

Location: The Edmonton Room, downstairs Stanley Milner Library (7 Sir Winston Churchill square, Edmonton, AB).

Date: Saturday September 12th, 2015

Time: 1:00pm – 2:00pm after AGM there will be a 30 minute open discussion about the gallery space

Chair: Sydney Lancaster (president)

Open to all members in good standing of Visual Arts Alberta - CARFAC. Refreshments served.

1. Quorum Assessment & Call to Order

Quorum with: 7 Board Members and 15 members at 1:36pm

Board Members Present: John Maywood, Sydney Lancaster, Jean Lindsay, Carli Castle, Jeff Rodier, Ruby Mah

Regrets: Paddy Lamb, Gisa Mayer, Heather Huston, Bruce Watson

2. Welcome and Introduction of 2014 / 2015 Board by President Sydney Lancaster

3. Motion to approve Agenda

**Motioned: Jeff Rodier
Seconded: Ruby Mah. All in favour.**
4. Minutes from October 18th, 2014 AGM

**Motioned: Chris W. Carson
Seconded: John Maywood. All in favour.**

5. Bylaw Changes: 8 proposed amendments (conducted by John Maywood and Carli Castle)
Proposed Motions regarding amendments to Visual Arts Alberta Association Bylaws. (for Fall 2015 AGM)

Motion 1:

Under INTERPRETATION, the deletion 1.h and the renumbering of 1.i and 1.j to become 1h and 1i.
Deleted section is in Bold Black and strikethrough. Renumbered sections are in Bold Red.

**~~h.~~** **~~Visual Arts Alberta Association recognizes the following founding organizations: Alberta Community Art Clubs Association; Alberta Potters Association; Alberta Society of Artists; Hand Weavers, Spinners & Dyers of Alberta.~~**

**~~i.~~ h.** Provincial Member Organization means a Visual Arts Organization that is provincial in scope.

**~~j.~~ i.** Group(s) means any Alberta-based non-profit groups(s) that wishes direct involvement with the Society.

**Motioned: Sara McKarney
Seconded: Carli Castle. All in favour.**

Motion 2:

Under ARTICLE 1 – NAME, the inclusion of the words “common name as of October 2012 is Visual Arts Alberta – CARFAC.” Words added are in Bold Red.

The name of the Society shall be **Visual Arts Alberta Association. (VAAA), common name as of October 2012 is Visual Arts Alberta - CARFAC.

Motioned: Jeff Rodier
Seconded: Heather Shillinglaw. All in favour.**

Motion 3:

Under ARTICLE II – MEMBERSHIP, the change of three (3) categories of membership to two (2) and the addition of the words (Group membership) to category b, the deletion of the last sentence in category b and the deletion of 2c (group Membership in its entirety). Deleted section in Black Bold, Changed words in Bold Red.

2. **Membership Categories:** Membership in the VAAA is voluntary and broad based. There shall be **~~three (3)~~ two (2)** categories of subscribing memberships in the Society:

 a. Individual Membership

Each Individual Member who has made payment of such fees as set by the Society shall be entitled to one vote at general or special meetings of the membership. Individual Member(s) are entitled to be nominated for election to the Board of the Society.

 b. Non-voting Membership **(Group Membership)**

Each Non-voting Member who has made payment of such fees as set by the Society but shall not be entitled to vote at general or special meetings of the membership. Non-voting Members, including but not limited to related affiliates, commercial galleries, businesses, and special interest groups, are not entitled to be nominated for the Board of the Society. **~~All Non-voting members are to perform volunteer work for the VAAA.~~**

 **~~c. Group Membership~~**

**~~Each Alberta-based Group Member who has made payment of such fees, as set by the Society shall be entitled to one vote at general or special meetings of the membership. A Group Member is entitled to nominate one representative for election as an Individual Member to the Board of the Society. Responsibility to disseminate the Society’s information to its membership remains with such group or association.~~**

**Motioned: Ruby Mah
Seconded: Carli Castle. All in favour.**

Motion 4:

Under ARTICLE III – ELECTION OF OFFICERS, the elimination of the last sentence in article 2 and the last sentence in article 5. Deleted sentences are in Bold Black and strikethrough.

2. Notice of nominations for the Board must be received in writing at the registered VAAA office, fourteen (14) days prior to the AGM of the VAAA. **~~Nominations from the floor at the AGM will only be entertained for nominees present.~~**

3. Subsequent to the AGM, the Board of Directors will elect the Board Executive Committee comprised of no less than the President, Vice President, Secretary and Treasurer.

4. Notice of nomination for the Board of Directors must be received in writing at the registered VAAA office, fourteen (14) days prior to the Annual General Meeting of the Society.

5. The Board of Directors will be democratically elected by the general membership present at the AGM. **~~Nominations from the floor at the AGM will only be entertained for nominees present.~~**

**Motioned: John Maywood
Seconded: Jeff Rodier. All in Favour**

Motion 5:

Under ARTICLE IV – BOARD OF DIRECTORS, the addition of the words “once elected to the CARFAC National Board” to 1e as follows. Addition is written in Bold Red.

e. The CARFAC Representative shall represent Visual Arts Alberta and CARFAC Alberta members on the CARFAC National Board of Directors **once elected to the CARFAC National Board.** The CARFAC Representative shall report to VAAA on National CARFAC business. The CARFAC Representative shall chair the standing CARFAC Alberta Advisory Committee

**Motioned: Jeff Rodier
Seconded: Sara McKarney. All in favour.**

Motion 6:

Under ARTICLE V – AUTHORITY OF THE BOARD OF DIRECTORS, the deletion of 6 and the renumbering of 7 – 11 to become 6 – 10. Deletions are in Bold Black and strikethrough. Renumbered sections are in Bold Red. As follows:

 **~~6. The Board may delegate any or all of its powers to the Board Executive Committee.~~**

**~~7.~~** **6.** The Board Executive Committee is authorized to recruit the Executive Director.

**~~8.~~** **7.** The Board has authority, with the approval of 75% or more of the voting Members present, vote in person or by proxy at a general meeting or special meeting of the Society, to take or institute any proceedings for the winding up, reorganization, or dissolution of the Society.

**~~9.~~** **8.** In the event that the Society should cease operation, the Directors shall ensure all debts are paid. The Board shall appoint a liquidator who will have all the powers provided by the Societies Act (Alberta). Any remaining gaming proceeds and assets shall be dealt with as required by the policies of the Alberta Liquor and Gaming Commission.

**~~10.~~** **9.** A Board Member may retire from office by giving written notice to the Executive Director at the VAAA office and such resignation shall take effect upon the expiration of such notice or its earlier acceptance by the Board.

**~~11.~~** **10.** A vacancy on the Board may be filled temporarily by a majority vote of the Board. At the next Annual General Meeting an election must be held to fill the vacancy.

**Motioned: Heather Shillinglaw
Seconded: Ruby Mah. All in Favour**.

Motion 7:

Under ARTICLE VII – REMUNERATION, the addition of 1c as follows. Addition is written in Bold Red.

1. All Members of the Board, Individual Members and Non-Voting Members are volunteers, and shall serve without remuneration and shall not directly receive any profit from their position.

1. There are no provisions allowed for payment to Directors, Officers, or Individual members, including payment of income, honorariums, dividends, shares, or transfer of property.

b. They may be eligible for reimbursement of Board approved expenses incurred inducting the business of the Society (i.e., travel expenses relating to Board meetings).

**c. Members of the Board and Individual Members (like any professional) may receive payment for leading and teaching Professional Development workshops offered through the VAAA. In all cases, strict conflict of interest and perceived conflict of interest guidelines as outlined in ARTICLE VIII below and in the Board Members Code of Conduct Document shall be maintained in the awarding of such remuneration.**

**Motioned: Elma Schumacher
Seconded: Dennis Yowney. All in favour.**

Motion 8:

Under ARTICLE XIII - RULES OF ORDER, the deletion of the words “or Alberta-based Group Members” in 2. As follows. The deletion is in Bold Black and strikethrough.

 2. Each Individual Member **~~or Alberta-based Group Memb~~**er in good standing of the VAAA, if personally present, shall be entitled to one vote at a meeting of the membership.

**Motioned: Heather Shillinglaw
Seconded: Jeff Rodier. All in favour.**

6. REPORTS
 a. President's Report (Sydney Lancaster)

I want to start by thanking everyone on the Board and the staff for their hard work in this last year - without the many contributions of everyone here, including you are MEMBERS, Visual Arts Alberta-CARFAC simply wouldn’t be what it is. I also want to extend special thanks to our outgoing Board members: John Maywood, Joe Clare, and Bruce Watson. It was a pleasure serving with you, and your ideas and diverse perspectives have benefitted the organization greatly. I became President in October 2014, and sat as Advocacy Director and on the CARFAC Advisory Committee before that; if the new Board agrees,I am willing to remain as President for another year.

It’s been a very busy year at Visual Arts Alberta-CARFAC, both out in the community, and behind the scenes. From January - June this year Visual Arts Alberta-CARFAC was part of the New Pathways Program sponsored by the EAC & AFA. Those workshops and development sessions allowed me, Chris & John to focus our attention on clarifying the role of this organization, and to examine our messaging with respect to what we do and what we want to achieve. Part of that process has lead the Board to undertake several new initiatives:

* a series of videos about who we are and what we do, shot and edited by Alysha Creighton
* establishing our presence on a range of social media platforms, live tweeting events, and presenting a series of interviews with artists called “Don’t Quit Your Day Job”
* offering Meet n Greet events in both Edmonton & Calgary, which are drawing increasingly larger crowds of members to chat and share information and ideas
* extending our reach with professional development offerings in new centres throughout the province, both face-to-face and through electronic delivery - many of these have been over-subscribed!
* we expanded the mandate of our annual exhibition in the Northern & Southern Ab Jubilee Auditoria, and renamed it Open Image, in order to engage different communities and acknowledge the developments in digital art making. The August 24 opening in Calgary saw 70 people attend, which is a substantial increase over 2014.
* we have also been refining and developing our human resources manual, our operations policies, and bylaws (some of which we will be voting on today)
* and, we have been taking a critical look at the way we use the gallery space attached to our offices in Edmonton, and have begun to develop new programming options that we feel will better serve the needs of our membership across the entire province, not just in Edmonton. More on that later, in our post-AGM discussion session before the panel on Contracts & Negotiations.

Looking forward:

* We have a Federal election October 19th. So far, arts & culture haven’t even been on the radar - so it’s up to each of us to change that. Visual Arts Alberta-CARFAC’s Graeme Dearden is writing articles about the Arts Policies, evident or hidden, from the four main political parties. So – look out for those, and INFORM YOURSELF! Ask questions of ALL the candidates in your area, and arm yourself with facts!
* Albertans also elected a new government earlier this year and while it is still early days, Visual Arts Alberta – CARFAC will be pushing for Status of Artist legislation on the provincial front as a first step in recognition of the importance of the Arts and Culture sector in Alberta. Even in 2010, our sector was one that played a vital and often unrecognized role. With your help, Visual Arts Alberta-CARFAC wants to change that!

Hill Strategies Arts Research Monitor, Vol 14 Issue 4, issued 19 August 2015 (2010 numbers FOR ALBERTA):
	+ - Direct contribution of culture industries to GDP was $5.5 billion (2.1% of provincial GDP)
		- Culture industries in Alberta represent 10.3% of the Canadian GDP of culture industries. The largest contributors to the GDP of culture industries were audiovisual and interactive media ($1.7 billion) and visual and applied arts ($1.2 billion).
		- GDP of culture industries is larger than the value added of agriculture, forestry, fishing, and hunting ($3.6 billion), utilities ($3.9 billion), and accommodation and food services ($5.1 billion). It is also about nine times larger than sports ($620 million)
* On a related note – In October 2014, we set ourselves the goal of doubling our membership within 2 years - we are the fastest growing affiliate in the country, but we are shooting for more: more voices means more impact.
* 1 year in we have increased membership 30% … so that means we still have a way to go, and each current member can help make this a reality. YOU are our ambassadors, and we thank you for your continued support!!

 b. Treasurer's Report (Jean Lindsay) report & audited financial statement

Jean Lindsay presented the March 31st, 2014 financials. She indicated that Visual Arts Alberta - CARFAC employed a new company Kingston Ross Pasnak this year and they did a great job. They had to restate the 2013 financials as a number of small mistakes were discovered and corrected. This extra work (estimated at over $1200) was completed at no additional cost. Many issues were examined from the past years and were rectified during the work on the financial statement for 2014. Jean Lindsay can assure the members present that the numbers in this year’s statement are accurate. The main changes in the new financials is a new look that is easier for our stakeholders to read and understand.

**Motion to approve Financial Statement: Jeff Rodier
Seconded: Sara McKarney. All in Favour**

 c. Executive Director's Report (Chris W. Carson)

I have been Executive Director of Visual Arts Alberta - CARFAC for 5 years and by working together we are building a healthier art organization; an organization with a vision for the future. One Board Member: John Maywood started as President three months after I began my job as Executive Director. John Maywood is retiring from the Board today after 5 years (four as President and one year as Vice President). Without dedicated volunteers like John, our current and new board, and a loyal staff (Sharon Moore Foster, Danyon Reeves, Graeme Dearden and our web master Kim Bruce) we would not have been able to become an organization that is needed and valued.

Three year ago, Visual Arts Alberta Association became the Provincial Affiliate for CARFAC in Alberta (while Visual Arts Alberta – CARFAC is the youngest CARFAC affiliate in Canada, we do have a history of Arts Advocacy in Alberta – the second president of CARFAC was Sylvain Voyer, one of Alberta’s Senior Artists).  Visual Arts Alberta - CARFAC is your CARFAC affiliate and your link to the services and knowledge base provided by CARFAC National in Ottawa and the other affiliates throughout Canada. We are an artists working for artists.

Visual Arts Alberta - CARFAC is working on becoming truly “provincial” by establishing new partnerships throughout all parts of Alberta. In this past year we have held events in Calgary, Red Deer Lethbridge and Grande Prairie. We will be in Fort McMurray in January 2016 offering two professional development talks. As we cannot always physically travel to all regions of Alberta every year, we are continually developing and offering Professional Development talks via a number of electronic platforms, so we can better provide services to members across the province. For example, in August we held our first Professional Development Webinar by combining PowerPoint Online for the visual component with the telephone to hear the audio. Through both traditional and innovative methods of delivery, we are offering our members opportunities to learn how to become more professional in their art practice. And it is becoming increasingly clear that what we offer is needed and wanted: We have programmed 35% more events in 2014 than in 2013, our attendance has been steadily increasing, and several events were oversubscribed.

We are also advocating for visual artists through our alliances with other organizations. We are working with APAC (Alberta Partnership of Art & Culture), a coalition of Provincial Arts Service Organizations and Cultural Services Associations in Alberta, to provide input and advice on the sector to the government. We are members of PACE, the Edmonton Arts Council, the Canadian Arts Coalition and the Allied Arts Council of Lethbridge. We partner with the Edmonton Community Foundation and the Edmonton Arts Council to award the Eldon and Anne Foote Edmonton Visual Arts Prize, to recognize the talents of a greater Edmonton visual artist every year. In June 1015, the $10,000 prize was awarded to Julian Forrest for an exhibition at the Strathcona County Art Gallery @ 501 in Sherwood Park.

During the first six months of 2015, Visual Arts Alberta – CARFAC was enrolled in a 6 month New Pathways program to learn how to survive and prosper when funding from traditional sources are becoming less reliable. Our funding has decreased over the past several years, and has not even kept pace with inflation. This program gave us an opportunity to re-examine all our programming, and learn how to fulfil our mandate effectively with fewer resources, including a full review of our messaging over all our platforms (posters, postcards, email communications, website, facebook, twitter, LinkedIn and Tumblr).

. Despite never having enough money to do everything we would like to do, this has been a remarkable year for Visual Arts Alberta- CARFAC, and we are looking forward to increasing our education and advocacy for visual artists in Alberta in the coming year. Thank you for your support. Your ideas are always welcome. I hope you will join us for our discussion on the future of our gallery space immediately following the AGM, and then stay around for the Contracts & Negotiations panel from 3:00pm – 5:00pm.

 d. CARFAC Report (Paddy Lamb – read by Sara McKarney)

2015 began on a positive note as members of CARFAC and RAAV (our sister organization in Quebec) voted overwhelmingly to approve a comprehensive new agreement with the National Gallery of Canada. This was of course, the result of CARFAC's victory at the Supreme Court in 2014.

Success brings additional responsibility and much of our activity in 2015 has been a response to increased visibility and a higher volume of requests for assistance, as well as consolidating the services offered to artists across the country. In the spring, Renuka Bauri joined our national staff as a new membership coordinator. During the summer CARFAC also hired Lindsey Wilson as a student intern to work on updating our nationwide gallery survey. In 2015 April Britski moved to Vancouver where she has continued her exceptional work as CARFAC's Executive Director and added a vital presence in British Columbia.

Perhaps the biggest initiative in 2015 has been in the area of copyright. For many years CARFAC has operated the only independent copyright service for visual artists, the Canadian Artists Representation Copyright Collective – known as CARCC. Due in part to inadequate legislation copyright revenue has decreased and CARCC finds itself under-financed and ill-equipped to deal with a changing market.

In January 2015, CARFAC and RAAV joined forces to build a truly national expanded copyright service. CARCC applied for and received not-for-profit status. It's bylaws were re-written and its board structure now includes equal representation from both parent organizations. CARCC will retain its legal name but will be rebranded and marketed under the new name: Copyright Visual Arts : Droit d'auteur art visuel.

The goal is to provide an easily accessible online service that will cater to the varying needs of artists across the country. This would include digital access to the exhibition fee schedule, reproduction and reprography fees and the ability to manage an Artists' Resale Right when it becomes law.

Thanks to a lot of hard work, especially by RAAV, a grant application has been submitted to Heritage Canada. As co-chair of Copyright Visual Arts I'm very optimistic that our application for funding will be successful. You can expect announcements about this important new service later in the fall.

In May, CARFAC held its AGM and Conference in Saskatoon. The theme of this year's conference was “Empower Yourself: Confident Negotiation for Visual Artists”. A shortened format for the conference has allowed CARFAC to distribute funding across the country for seminars and workshops on the same theme.

At the AGM Grant McConnell stepped down and Susan Tooke, a painter from Halifax, Nova Scotia who works in media arts and illustration, was elected as the new president and national spokesperson.

Regionally CARFAC continues to build strong links with the Nunavut government and the Nunavut Arts and Crafts Association – especially with regard to the Artists' Resale Right.

An initiative is underway to provide an outreach worker in Manitoba, where CARFAC Manitoba has not been fully operational for several years.

It is exciting to know that Alberta leads the way nationally in terms of new memberships. I'm very grateful to the Visual Arts Alberta - CARFAC board and membership for their support and for their understanding of the importance of CARFAC's goals. I'm also really confident about VAA CARFAC's role in developing national strategy and its growing potential to support artists throughout Alberta.

**Motion to approve all reports as presented: David Yowney
Seconded: Ruby Mah. All in Favour.**

7. 2015 / 2016 Visual Arts Alberta - CARFAC Board Slate of Nominees (Conducted by Ruby Mah and Jeff Rodier)

 a. Board Member Election

* Carli Castle: INDIVIDUAL (two year term)
* Heather Huston: INDIVIDUAL (two year term)
* Sydney Lancaster: INDIVIDUAL (two year term)
* Gisa Mayer: INDIVIDUAL (two year term)
* Heiko Wolfgang Ryll: INDIVIDUAL (two year term)
* Heather Shillinglaw: INDIVIDUAL (two year term)
* Brittney Tough: INDIVIDUAL (two year term)

b. **Acclamation.** Introduction of New Board (Board Members with one year remaining: Jean Lindsay, Ruby Mah, Sara McKarney, Jeff Rodier (Paddy Lamb – in Ireland)

c. Thank you to retiring Board Members (John R. Maywood, Bruce Watson and Joe Clare)

8. New Business: (Questions and Comments)

9. **Motion to approve all actions taken by the Board since the last AGM**

**Motion: Eliza Sereno-Janz
Seconded: Andrew Raczynski. All in favour.**

10. **Motion to Adjourn: Brittney Tough at 2:39pm**
 Recording Secretary: Chris W. Carson for Carli Castle