

1989

c Pr22 Royal Botanical Gardens Act, 1989

Ontario

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CHAPTER Pr22

An Act respecting Royal Botanical Gardens*Assented to July 13th, 1989*

Whereas the Board of the Royal Botanical Gardens hereby represents that it was incorporated by *The Royal Botanical Gardens Act, 1941*, being chapter 75, and that its membership was increased by *The Royal Botanical Gardens Act, 1954*, being chapter 125 and *The Royal Botanical Gardens Act, 1959*, being chapter 130; and whereas the applicant hereby applies for special legislation providing for a modification of its organization, government and administration; and whereas it is expedient to grant the application;

Preamble

Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:

1. In this Act,

Definitions

“board of directors” means the board of directors of the Royal Botanical Gardens;

“corporation” means the corporation continued by subsection 2 (1).

2.—(1) The Board of the Royal Botanical Gardens, as incorporated by *The Royal Botanical Gardens Act, 1941*, being chapter 75, is continued as a corporation without share capital under the name of “Royal Botanical Gardens”, consisting of the members of the board of directors.

Corporation continued

(2) The fiscal year of the corporation begins on the 1st day of January in each year and ends on the 31st day of December in the same year.

Fiscal year

(3) The *Corporations Act* does not apply to the corporation.

R.S.O. 1980, c. 95 not to apply

3. The objects of the corporation are,

Objects

- (a) to develop, assemble, document and maintain living collections of plants and animals;

- (b) to maintain nature preserves;
- (c) to protect specific environments and flora and fauna that are of special value as parental stocks or may be in danger of extinction;
- (d) to exhibit its collections to the public in cultivated and natural areas, museums and galleries;
- (e) to conduct botanical, horticultural and related biological research;
- (f) to prepare and distribute publications in the areas of research referred to in clause (e);
- (g) to act as an information resource centre for plant sciences and the understanding of natural phenomena, and conduct educational programs, including extension activities;
- (h) to develop supporting resources such as herbaria, libraries, conservatories, greenhouses and propagation facilities; and
- (i) to co-operate with other institutions of learning, research and extension on matters pertaining to biology, horticulture, landscape design, floral art and related pursuits appropriate to a botanical garden.

Board of
directors

4.—(1) The affairs of the corporation shall be managed and controlled by a board of directors composed of the following members:

1. A maximum of six persons appointed by the council of The Regional Municipality of Hamilton-Wentworth for a term concurrent with the council's term and until their successors are appointed.
2. A maximum of three persons appointed by the council of The Regional Municipality of Halton for a term concurrent with the council's term and until their successors are appointed.
3. Two persons appointed by the Lieutenant Governor in Council for a term of three years.
4. Two persons appointed by the Governor in Council, on the recommendation of the board of directors, for a term of three years.

5. If less than the maximum number of persons are appointed under paragraph 1, 2, 3 or 4, the board of directors may appoint persons in their stead for a term to be determined by by-law.
6. The President of McMaster University, by virtue of office.
7. The President of the Royal Botanical Gardens Auxiliary, by virtue of office.
8. Nine persons appointed by the board of directors to serve for a term to be determined by by-law.

(2) A vacancy that occurs on the board of directors shall be filled by the body or person that appointed the director whose office is vacant to hold office for the remainder of the unexpired term. Vacancies

(3) A majority of the appointed members of the board of directors constitutes a quorum. Quorum

(4) Every member of the board of directors may, with the consent of the corporation, be indemnified out of the funds of the corporation from all costs, charges and expenses sustained or incurred, Members indemnified

- (a) in any action or proceeding brought against the member in respect of any act, matter or thing done or permitted by the member in the execution of the duties of office; and
- (b) in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the member's wilful neglect or default.

5. The board of directors has all the powers necessary to achieve the objects of the corporation and, without limiting the generality of the foregoing, may, Powers of board

- (a) make by-laws,
 - (i) respecting the administration of the corporation's affairs,
 - (ii) governing the use by the public of the corporation's facilities, property and equipment,
 - (iii) requiring the payment of fees for the admission of the public or any class of it to the

facilities and property, and prescribing the amounts of the fees,

- (iv) providing for memberships, and prescribing the qualifications and terms of membership and the fees, if any, to be paid for it, and
 - (v) providing for and regulating meetings of the members;
- (b) appoint a chief operating officer who has general supervision and direction over the operation and staff of the corporation and providing for the termination of such appointment;
 - (c) appoint, promote, transfer or remove officers and staff as are necessary for the proper conduct of the corporation's affairs;
 - (d) fix the duties, salaries and qualifications of office or employment and other emoluments of the chief operating officer and members of the corporation's staff;
 - (e) provide for the retirement and superannuation of persons mentioned in clauses (b) and (c);
 - (f) appoint by resolution a director or directors of the board, or any other persons, to execute on behalf of the board of directors any documents and other instruments in writing and to affix the corporation's seal to them;
 - (g) pass a by-law authorizing the directors to elect from among their number an executive committee consisting of at least three persons and to delegate to the executive committee any powers of the board of directors, subject to any restrictions contained in the by-law or imposed by the directors, and authorizing the directors to fix the quorum of the executive committee at not less than a majority of its members;
 - (h) appoint committees from the directors and such other committees as are considered desirable, and confer upon them authority to act for the board of directors with respect to any matter;

- (i) establish, maintain and operate public gardens and related facilities as required or convenient for carrying out the corporation's objects;
- (j) enter into agreements with associations or organizations having objects similar to those of the corporation;
- (k) enter into agreements with the governing bodies of universities, colleges or schools in areas consistent with the corporation's objects, including the interchange of staff;
- (l) acquire, hold and dispose of real and personal property; and
- (m) solicit, receive and hold gifts for any purpose related to the corporation's objects on such trusts and conditions as seem proper to the board of directors, and administer and dispose of them in accordance with the trusts and conditions.

6.—(1) So long as the lands owned by the corporation are occupied by and used for the purposes of the corporation, they are exempt from taxes for municipal and school purposes other than local improvement rates.

Tax
exemption

(2) The exemption granted under subsection (1) does not apply to land used by the corporation to operate a tea house or to land described in the Schedule.

Restriction

(3) For the purposes of subsection 90 (9) of the *Regional Municipality of Halton Act* and subsection 101 (9) of the *Regional Municipality of Hamilton-Wentworth Act*, the exemption from taxation granted under subsection (1) shall be deemed to be an exemption provided under section 3 of the *Assessment Act*.

Deemed
exemption
R.S.O. 1980,
cc. 436, 437,
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7. The corporation's property and the income and profits of all its property shall be applied solely to achieving its objects.

Application
of property

8. The funds of the corporation not immediately required for its objects and the proceeds of all property that come to the corporation, subject to any trust affecting the property, may be invested and reinvested in any investments that the board of directors considers appropriate.

Investment of
funds

- Audit** **9.**—(1) The accounts and financial transactions of the board of directors shall be audited annually by an auditor appointed by the board.
- Annual report, etc.** (2) The corporation shall deliver a copy of the annual report to the Minister of Culture and Communications, the clerk of The Regional Municipality of Halton and the clerk of The Regional Municipality of Hamilton-Wentworth.
- Idem** (3) A copy of the annual report shall be provided to any member of the Royal Botanical Gardens who requests a copy.
- Borrowing powers** **10.**—(1) The board of directors may borrow money upon the credit of the corporation, may issue bonds, debentures or other securities of the corporation, may pledge or sell them for such sums or at such prices as may be considered expedient or necessary, and may use the corporation's real or personal property as collateral.
- Trust property** (2) Nothing in this Act authorizes the board of directors to alienate or use as collateral any real or personal property acquired by the corporation on the condition that the property not be alienated or used as collateral.
- Dissolution** **11.** Upon dissolution of the corporation and after payment of all debts and liabilities, the remaining property of the corporation shall be distributed or disposed of to a charitable organization in Canada having objects similar in nature to those of the corporation.
- Transition** **12.** The members of the Board of the Royal Botanical Gardens holding office immediately before this Act comes into force shall continue to hold office and constitute the board of directors under this Act until the members of the board of directors are appointed or named under section 4.
- Repeals** **13.** *The Royal Botanical Gardens Act, 1941*, being chapter 75, *The Royal Botanical Gardens Act, 1954*, being chapter 125 and *The Royal Botanical Gardens Act, 1959*, being chapter 130, are repealed.
- Commencement** **14.** This Act comes into force on the day it receives Royal Assent.
- Short title** **15.** The short title of this Act is the *Royal Botanical Gardens Act, 1989*.

SCHEDULE

Land in the Town of Flamborough as follows:

<i>Roll No.</i>	<i>Subordinate</i>	<i>Description</i>	<i>Area</i>
56700	0020	Concession 1, Part Lot 19	17.90
57000	0020	Concession 1, Part Lot 19	21.00
57400	0000	Concession 2, Part Lots 20 and 21	9.87
29800	0000	Concession 2, Part Lots 21 and 22	13.58

