

Memorandum of Understanding ^{yp}

This Memorandum of Understanding is made this ¹⁹ ~~30th~~ day of ^{April} ~~March~~, 2004 between the PEI Council of the Arts, the Province of Prince Edward Island and the City of Charlottetown.

Board of new non-profit corporation

Ars Longa, Inc., a new non-profit corporation will operate the Guild facility. The Board of Ars Longa, Inc. will consist of six members, serving a two-year term, and will be selected as follows:

- ⊗ 2 Members Selected by the City of Charlottetown
- ⊗ 2 members selected by the Province
- ⊗ 2 members selected by the PEI Council of the Arts
- ⊗ After their first meeting, the Board of six will put forward to the appointing bodies their choice of Chair.

Board members shall not be employees of the body appointing them, nor current members of the Board of the PEI Council of the Arts. Board members are as a group responsible to the appointing bodies and shall give semi-annual reports to the appointing bodies, and be subject to a yearly review whose terms will be established by the appointing bodies.

Arts Guild Building :

1. The Arts Guild facility is located at 115 Richmond Street in Charlottetown.
2. Ownership of the facility and its contents is retained by the PEI Council of the Arts.
3. Long-term debt is the responsibility of the PEI Council of the Arts. All parties (City, Province, Council, and the new Board) make their best efforts to eliminate the long-term debt owing to the Royal Bank, the back taxes (Provincial and Municipal), the Federal Government (GST), and the PEI Council of the Arts.
4. The Facility and all Guild furnishing and equipment required for building operations is leased to the new Board for a nominal fee of \$5.00 per year.

Responsibilities :

The PEI Council of the Arts has specific and limited responsibilities towards the facility. The PEI Council of the Arts will:

- 1. Appoint two (2) voting and volunteer members to the Board.**
- 2. Make its best efforts to eliminate long-term debt.**
- 3. Provide, if requested and where possible and prudent, use of its equipment and staff expertise, to support the on-going efforts of the newly hired building manager.**
- 4. Not be involved in the day-to-day operations of the Guild facility except on those occasions when the building manager seeks PEI Council of the Arts support.**
- 5. Assume responsibility for the \$50.00/month GST payment until such time as this debt is eliminated.**
- 6. Dissolve the Arts Guild Inc. as a corporate entity when debts are cleared or transferred.**
- 7. Agree that the PEI Council of the Art's intention is and will be to seek appropriate ways to eliminate the debt owed by the Arts Guild Inc. to the PEI Council of the Arts.**
- 8. Convey the vision and mission of the Facility to the new Board as follows:**

Vision:

The Facility (to be named) is a facility dedicated, through provision of a subsidized space, training, and personnel, to the support of emerging and established Island artists to produce their art and present it to their fellow Islanders.

Mission:

a) Through the provision of the Gallery in the Guild, the Performance Hall, office space, studio space, and skilled staff, the Facility (to be named) will strive to provide members of the cultural community and artists with a vibrant, supportive, subsidized, and therefore affordable, creative space in which to flourish.

b) The Facility (to be named) will endeavor to promote all of the Island's artistic expression and contribute to its success through training and what other ways are possible and prudent while ensuring continued financial stability of the operation.

c) The Facility (to be named) will encourage Island youth to express and explore their creativity and provide a venue to showcase their efforts.

d) The Facility (to be named) will serve as a year-round meeting place for the cultural community and their Island consumers.

e) The Facility (to be named) will contribute to the vitality of Charlottetown, the capital City of the Province. The Manager of Operations will work with the PEI Council of the Arts, the Province, the City of Charlottetown, Canadian Heritage, and whatever other partners may provide support to ensure the success of the facility and its aims.

The Board of Directors of Ars Longa, Inc. has specific and limited responsibilities towards the Facility. The Board of Ars Longa, Inc. will:

- 1. Make its best efforts to eliminate long-term debt.**
- 2. Hire a full-time manager for the facility.**
- 3. Direct the actions of the facilities manager to the day-to-day operation of the facility which include all aspects of operating, maintaining, and running the facility.**
- 4. Be guided by the vision and mission conveyed by the PEI Council of the Arts.**
- 5. Develop a multi-year business and operating plan.**
- 6. Include in its monthly facility expenses a payment of \$400.00 to the Royal Bank until a resolution of the debt is reached.**
- 7. Assume responsibility for any debts and expenses incurred and approved by Ars Longa, Inc. after March 31, 2004.**

The Province has specific and limited responsibilities towards the Facility. The Province will:

- 1. Appoint two (2) voting and volunteer members to the Board.**
- 2. Make its best efforts to eliminate long-term debt.**
- 3. Provide a one-time payment in the amount of \$27,000 to pay for outstanding short-term financial obligations.**
- 4. Provide an annual operating subsidy not less than \$40,000. This amount will be subject to Provincial budgetary review.**

The City of Charlottetown has specific and limited responsibilities towards the facility. The City will:

- 1. Appoint two (2) voting and volunteer members to the Board.**
- 2. Make its best efforts to eliminate long-term debt.**
- 3. Provide a one-time payment in the amount of \$27,000 to pay for outstanding short-term obligations.**
- 4. Provide an annual operating subsidy not less than \$40,000, the pro-rated amount in 2004 to be \$30,000. This amount will be subject to City of Charlottetown budgetary review.**

Neither the Province of PEI nor the City of Charlottetown assumes any liability with regard to the facility.

Signed by:

Arthur Fiddle, Chair
PEI Council of the Arts

9/7/12, Director of Culture
Province of PEI
Department of Community & Cultural Affairs

Clifford Po
City of Charlottetown

Shawn McFarlane
Witness

Harry Gaudin
City of Charlottetown