

NOTICE OF ANNUAL MEETING

August 23, 2024

Notice is hereby given that the Annual Meeting of members of The Montreal Museum of Fine Arts (MMFA) will be held on

**SEPTEMBER 23, 2024, AT 5 P.M.
IN THE AUDITORIUM OF THE MONTREAL MUSEUM OF FINE ARTS
1379 Sherbrooke Street West, Montreal, Quebec**

The Meeting has been called for the following purposes:

1. GOVERNANCE ITEMS – time allocated: 20 min

- To receive the minutes of the last Annual Meeting – available on the MMFA's website as of September 16, 2024;
- To receive the audited financial statements for the fiscal year ended March 31, 2024 – available on the MMFA's website as of September 16, 2024;
- To appoint the independent auditor and authorize the Board of Trustees to set its remuneration;
- To elect a Trustee to the Museum's Board of Trustees, whose biography will be available on the MMFA's website as of August 26, 2024.

2. REVIEW OF THE YEAR'S ACTIVITIES AND ACQUISITIONS – time allocated: 45 min

- To receive the reports from the Director of the Museum and the Chair of the Board of Trustees (projects, implementation of the Museum's first strategic plan, programming and acquisitions).

The above-mentioned documents will be available at the following address of the MMFA's website: mbam.qc.ca/en/agm-2024

3. ELECTION OF A TRUSTEE

In accordance with the provisions of the *Act respecting the Montréal Museum of Fine Arts* (the “Act”) and the *Regulation respecting the General Administration of The Montréal Museum of Fine Arts* (the “Regulation”), the Governance and Ethics Committee nominates the following member as trustee for a two-term mandate.

ALANIS OBOMSAWIN, C.C., G.O.Q., C.A.L.Q.

Member of the W8banaki Nation, an artist, and one of Canada’s leading documentary filmmakers

Member of the MMFA Board of Trustees since 2019

Member of the Human Resources Committee

Members who wish to nominate a member for election to the Board of Trustees other than that proposed by the Governance Committee may do so via musee@mbamtl.org. The nomination must comply with Division III, section 5(c) of the Regulation, which reads as follows:

A member of the Museum may also submit the candidacy of another member for the position of trustee by sending to the Board, not less than 20 days before the annual general meeting, a written proposal indicating the name of that person, and establishing that the person has been a member of the Museum for a period of at least two years preceding the date set for the meeting. The proposal must be consistent with the profile of one or more of the candidates presented by the Governance and Ethics Committee for election to the Board, in order to respect the parameters for the composition of the Board as defined under the Act and in the Profile of Competence and Experience adopted by the Board. The proposal shall be signed by no fewer than 15 members entitled to vote at the meeting and shall include the written consent of the member whose candidacy is submitted.

The Governance and Ethics Committee will conduct a due diligence review of the candidacy that has been submitted [and received no later than September 2, 2024] before posting the candidacy at the head office of the Museum. The Committee shall ensure that the candidacy complies with the requirements of the Act, the Profile of Competence and Experience and any other criteria it determines to be appropriate in the circumstances. The Governance and Ethics Committee may refuse a candidacy proposed by a member of the Museum if it does not meet the conditions of this section.

No member of the Museum may be a candidate for the position of trustee if their candidacy has not been proposed in accordance with this section.

The resolutions relating to the matters to be voted on must be approved by a majority of the votes cast by the members present and voting. All votes must be cast in person at the Meeting. The Regulation does not allow for voting by proxy.

The Regulation provides that: “Only the primary holder of the membership shall have the right to vote. A person whose membership was valid on January 1 of the current year and remains valid on the date on which the membership status is determined shall be considered a member for the purposes of this Regulation.” (Division II, section 2, paragraph 1). The Record Date has been set by the Board of Trustees as Friday, August 23, 2024.

The Governance and Ethics Committee

August 2024