



Media Release: Friday, April 13, 2018, 4:30 p.m.

## **Directors Meeting**

## **Waterloo Regional Heritage Foundation**

## **Agenda**

Tuesday, April 24, 2018

6:30 p.m.

Waterloo County Room

Regional Administration Building

150 Frederick Street, Kitchener

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### **1. Declarations of Conflict of Interest**

### **2. (a) [Waterloo Regional Heritage Foundation Letters Patent and Bylaw Review Update](#) - K. Seiling;**

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**(b) Directors to vote on passing a Special Resolution to approve the filing of the Supplementary Letters Patent (as attached); and**

**(c) Directors to vote on passing a Resolution repealing By-Law 1 (as amended By-Bylaws 2, 3 and 4), and approving a new By-Law 1 (as attached).**

### **3. Adjourn Directors Meeting (for General Members Meeting)**

### **4. Reconvene Directors Meeting**

### **5. Delegations**

### **6. Accounts and Grant Summary**

### **7. Approval of Minutes – [March 27, 2018](#)**

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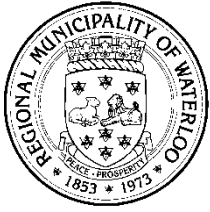
### **8. 2017-2018 Committees**

**8.1 Allocations and Finance Committee**

- i. Project Grant re: [rare Charitable Research Reserve](#)

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**8.2 Communications Committee****8.3 Heritage Advisory Committee****8.4 Executive Committee****9. Reports – Member Organizations****9.1 ACO North Waterloo – J. Clinckett****9.2 ACO Cambridge****9.3 Waterloo Historical Society – D. Emberly****9.4 Waterloo Region, Ontario Genealogical Society – D. Bonk****10. Correspondence – Available at Meeting****11. Other Business****12. Next Meeting – May 22, 2018****13. Adjourn**



## Office of the Regional Chair

Ken Seiling

**Date:** April 24, 2018

**To:** Warren Stauch, Chair and Members of the Waterloo Regional Heritage Foundation

**Re:** Letters Patent and Bylaw

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The report from Debra Arnold, Regional Solicitor, summarizes the work of the special committee which was established to review the Letters Patent and bylaws of the Foundation. The committee was struck by the Foundation to carry out this review and make recommendations for updating both the letters patent and the bylaws.

The Foundation was created in 1973 by Jack Young, Regional Chairman and the Regional Council to enable heritage work and preservation to be carried on after the creation of the new Region. Few changes have been made since then and it is timely that a full review take place at this time. Ken McLaughlin, who currently sits on the Foundation and was part of the review committee, was also party to the discussions in 1973 when the Foundation was created.

Since that time, much has happened in the heritage field. Some groups no longer exist, new ones have been formed, and many others are working in the field. Looking at the Foundation through a 2018 lens leads one to realize that changes are in order which reflect more recent practices and conditions. In addition to the Heritage Foundation, the Region has also created an Arts Foundation and we believe that its organization and operation, as well as issues they faced, should be taken into consideration.

The original letters patent included a very general list of possible objects for the Board. In view of the successful growth of heritage activities in the Region, the review committee felt it appropriate to recommend that the Foundation sharpen its focus and its efforts at being a granting and funding body. This is also consistent with the modus operandi of the Region of Waterloo Arts Foundation.

When the Foundation was created in 1973, a few key organizations and institutions formed the nucleus of the nascent heritage community. These were given seats on the Foundation's board along with a number of openings for community members. Today two (2) of these named organizations no longer exist. As well, the history department of the University of Waterloo has indicated it is not prepared to appoint to the Foundation. Wilfrid Laurier University has no representative at the present time and another organization has had trouble filling its appointment. At the same time, other newly-formed organizations are ineligible to sit on the Board as members.

Given this, the Committee recommends that the Foundation be opened to ten (10) at large seats, save and except for the two (2) members from Regional Council which is the funding body. This would be similar to the structure created for the Arts Fund and consistent with it.

Heritage groups would be able to nominate individuals to the Foundation for election, and all groups would have an equal opportunity to nominate a member. However, there would be no guaranteed or designated seats, save the two (2) Council seats. In a time of greater transparency and concern about perceptions of conflict of interest, this would enhance the openness of the granting function so that it would not be perceived that some organizations receive funding by virtue of their guaranteed membership on the Foundation Board.

In summary, the recommendations are that the Waterloo Regional Heritage Foundation adopts new letters patent which more accurately describe its role and function, that it creates a new Board of two (2) members from Regional Council and ten (10) members elected at large from the public.

I would like to thank the members of the committee for their involvement in the review of the Foundation's letters patent and bylaw: Warren Stauch, Foundation Chair; John Clinckett and Ken McLaughlin, Foundation members; Helen Chimirri-Russell, Director of Cultural Services; Kris Fletcher, Regional Clerk; and, Debra Arnold, Regional Solicitor.



## Regional Municipality of Waterloo

### Memorandum

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**To:** Warren Stauch, Chair and Members of the Board of Directors of the Waterloo Regional Heritage Foundation

**And to:** Members of the Waterloo Regional Heritage Foundation

**Date:** April 24, 2018

**Subject:** Waterloo Regional Heritage Foundation: Letters Patent and Bylaw Review - Update

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#### **Recommendation:**

That the application for Supplementary Letters Patent attached as Appendix A to this Report be submitted to the Province of Ontario to amend the Letters Patent of the Corporation, Waterloo Regional Heritage Foundation;

And that the existing By-law #1, as amended, be repealed and replaced with the proposed By-law attached as Appendix B to this Report, to come into force and effect on the day immediately following the date of issuance of the Supplementary Letters Patent.

#### **Background:**

As directed by the Board at its meeting of January 23, 2018, a working group was established to review the current Letters Patent and By-laws of the Foundation. A copy of the current Letters Patent and By-law #1 of the Foundation is attached as Appendix C to this Report.

The working group, comprised of the Regional Chair, the Chair of the Board (Warren Stauch), several Directors (John Clinckett, Ken McLaughlin), the Region's Director of Cultural Services, the Regional Clerk and the Regional Solicitor, reviewed the Foundation's incorporating documents and made the following observations:

- The objects of the Letters Patent (dating back to incorporation in 1974) are largely outdated and do not reflect the current activities and objectives of the Foundation;
- A number of the provisions of the Letters Patent are more appropriately included in a By-law so that any changes may be made by simple by-law of the Board as opposed to an application for supplementary letters patent to the Province of Ontario (egs. location of head office, composition of the board of directors);
- The provision dealing with the composition of the board of directors is outdated; and
- By-law #1 of the Foundation is outdated in terminology and general corporate matters.

### **Recommendations of the Working Group:**

It is recommended that an application for supplementary letters patent be made to the Province of Ontario in order to update the Letters Patent by deleting all objects except the following:

“To preserve and to assist in the preservation of the heritage, culture, traditions, landmarks, historic buildings and objects of historical significance.”

It is further recommended that the composition of the board of directors be elected by the Members as set out in Section 3 of the proposed new By-law #1 attached as Appendix B to this Report such that the Board is comprised of “at large” directors instead of the current composition of representatives of particular stakeholders, with the exception of the Regional Chair and a Regional Council appointee on behalf of the funders.

### **Process:**

If the Board wishes to proceed with the proposed changes to the Letters Patent and By-law #1 then the Board may approve by resolution and, thereafter, the Corporations Act requires that such changes must be approved by a special resolution of the Members of the Foundation (being the Directors), being at least two-thirds of the Members voting in favour of such changes (or changes with variations).

Given that the composition of the Board of Directors is currently contained within the Letters Patent, it is recommended that the new By-law #1 (which will include composition of the Board of Directors provisions) be passed as well but with a commencement date of the day immediately following the date of issuance of the Supplementary Letters Patent (otherwise there would be conflict between the current Letters Patent and the new By-law #1).

### **Appendices:**

Appendix A - Proposed Application for Supplementary Letters Patent  
Appendix B – Proposed new By-law #1  
Appendix C – Current Letters Patent and By-law #1 of the Foundation

Report prepared by: Debra Arnold, Regional Solicitor and Director, Legal Services

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Ontario Corporation Number  
Numéro de la société en Ontario

**DRAFT**

Formule 3  
Loi sur les  
personnes  
morales

[illegible]

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)  
La dénomination sociale de la personne morale devient (le cas échéant) : (écrire en LETTRES  
MAJUSCULES SEULEMENT)

Date of incorporation/amalgamation

|   |            |            |          |
|---|------------|------------|----------|
| 3. Date of incorporation/amalgamation:<br>Date de la constitution ou de la fusion | 1974       | Feb        | 13       |
|   | Year/Année | Month/Mois | Day/Jour |

4. The resolution authorizing this application was confirmed by the shareholders/members of the corporation on:  
La résolution autorisant la présente requête a été ratifiée par les actionnaires ou membres de la personne morale le : \_\_\_\_\_  
Year/Année Month/Mois Day/Jour  
under section 34 or 131 of the *Corporations Act*.  
aux termes de l'article 34 ou 131 de la *Loi sur les personnes morales*. \_\_\_\_\_  
Year/Année Month/Mois Day/Jour

5. The corporation applies for the issue of supplementary letters patent to provide as follows:  
La personne morale demande la délivrance de lettres patentes supplémentaires qui prévoient ce qui suit :



## Appendix B: Proposed new By-law #1

### DRAFT FOR DISCUSSION PURPOSES: March 15, 2018

#### BY-LAW NO. 1

#### WATERLOO REGIONAL HERITAGE FOUNDATION

A by-law relating generally to the transaction of the business and affairs of the Waterloo Regional Heritage Foundation (the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

##### 1. Head Office

The head office of the Corporation shall be 150 Frederick Street, 1st Floor, Kitchener, Ontario N2G 4J3 or at such place therein as the Board (as defined) may from time to time by resolution determine.

##### 2. Seal

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt.

##### 3. Directors

(a) The board of directors of the Corporation shall consist of twelve (12) directors, each of whom at the time of such director's election and throughout his or her term of office shall also be a member of the Corporation. Directors/members shall be selected as follows:

- (i) The Chair of the Council of the Regional Municipality of Waterloo ("Regional Council") shall be an ex-officio director or, if requested by the Chair, a Regional Councillor who is elected by Regional Council to serve in the Chair's stead;
- (ii) One Regional Councillor approved by Regional Council for the term of that Council;
- (iii) Ten (10) directors "at large" approved by Regional Council who through their past activities have demonstrated an understanding and commitment to heritage matters, and who live and/or work in the Region of Waterloo; [Note to Draft: preceding wording is derived from Arts Fund wording - for discussion]
- (iv) The aforementioned directors at large shall be elected and shall retire in rotation as follows: At the 2018 annual meeting of the Board one-third of the directors shall be elected at large and shall be appointed for a term of one (1) year, one-

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third of the members shall be elected at large and shall be appointed for a term of two (2) years and the remainder shall be elected at large and shall be appointed for a term of three (3) years. Thereafter, at each annual meeting, directors in the category of directors at large shall be elected for a three (3) year term to fill the positions of those members whose term of office has expired. For the purposes of this By-law, the reference to a length of a term shall mean the length in years or until the respective first, second or third annual meeting occurring after the director is elected (whichever occurs or elapses earlier).

- (b) Notwithstanding the foregoing, no director elected at large shall sit on the Board for longer than nine (9) continuous years. [Note to Draft: Current By-law is 8 years.]

**3.02 Qualification of directors.** Directors shall be individuals, eighteen or more years of age and shall, at the time of their election and throughout the term of their office, be members of the Corporation.

**3.03 Election of directors and term of office.**

(1) The applicants for incorporation shall be the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected or appointed.

(2) Directors shall be elected by the members in a general meeting on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. Subject to the provisions of this by-law, directors shall be eligible for re-election.

(3) From time to time in the event of any vacancy however caused occurring in the Board (except through an increase in the number of directors), such vacancy may, as long as there is a quorum of directors then in office, be filled by the directors from among the members of the Corporation if they shall see fit to do so; otherwise such vacancy may be filled at the next meeting of members; and any director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy. If there is not a quorum of directors, then the directors in office shall call a special meeting of the members to fill the vacancy.

**3.04 Vacation of office.** A person ceases to be a director of the Corporation:

- (a) if such director becomes bankrupt or dies;
- (b) if such director is found to be incapable of managing property by a court or under Ontario law;
- (c) if by notice in writing to the Secretary of the Corporation such director resigns his or her office;

- (d) if, at a meeting of the Members, a resolution is passed pursuant to Section 3.05 of this By-law;
- (d) if such director ceases to be a member of the Corporation; or
- (e) in the case of the Regional Chair or Regional Councillor, ceases to hold such office.

**3.05 Removal of directors.** The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her term of office and may, by majority of the votes cast at such meeting, elect any member in his or her stead for the remainder of his or her term.

**3.06 Remuneration of directors.** The directors of the Corporation shall serve without remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid reasonable expenses incurred by him or her in the performance of the director's duties.

**3.07 Conflict of Interest.** A director who is directly or indirectly interested in a contract, transaction or funding application with the Corporation shall make the disclosure of his or her interest which shall be recorded in the minutes. No director having a conflict shall attend any part of a meeting of directors where the particular contract, transaction or funding application is discussed or vote on any resolution pertaining to any such contract, application or transaction.

#### **4. Meetings of Directors**

##### **4.01 Place of meeting and notice.**

(1) Meetings of the Board may be held either at the head office of the Corporation or at any place within the Regional Municipality of Waterloo. A meeting of the Board may be convened by the Chair of the Board, the Vice-Chair or any two directors at any time and the Secretary by direction of the Chair of the Board, the Vice-Chair or any two directors shall convene a meeting of directors.

(2) Notice of any meeting of the Board shall be delivered or mailed or sent by telecopier or otherwise communicated to each director not less than seven days if mailed and not less than two days if delivered, sent by telecopier or otherwise communicated (exclusive of the day on which the notice is delivered or mailed or sent by telecopier or otherwise communicated but inclusive of the day for which notice is given) before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director.

(3) For the first meeting of the Board to be held immediately following the election of directors at an annual or general meeting of the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the director or directors so elected or appointed in order for the meeting to be duly constituted, provided that a quorum of the directors is present.

**4.02 Chair.** From time to time the Board shall elect from among its members a Chair of the Board. The Chair of the Board shall, when present, preside at all meetings of the Board and of the members. In the absence of the Chair of the Board at a meeting of the Board, the directors present shall choose one of their number to be Chair of the meeting.

**4.03 Quorum.** A quorum at any meeting of the Board shall be the presence in person, or by telephone, of a majority of the directors. Where, by reason of a declared conflict of interest of a Director, the Board lacks a quorum to consider any particular matter, then, notwithstanding the provisions of this By-law establishing the requirement for quorum, for the purposes of considering and acting on the particular matter only, the quorum shall constitute a majority of those Directors remaining at the meeting taking into consideration the reduced number having declared a conflict, provided not less than a total of five (5) Directors are present.

#### **4.04 Voting.**

(1) Each director has one vote. Questions arising at any meeting of the Board shall be decided by a majority of votes and, in the case of an equality of votes, the Chair of the meeting shall, both on a show of hands and on a poll, have a second or casting vote.

(2) At any meeting unless a poll is demanded a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number of proportion of votes recorded in favour of or against the motion.

#### **5. Officers**

**5.01 Officers.** There shall be a Chair, a Vice-Chair and the Clerk of the Regional Municipality of Waterloo who shall be the ex-officio Secretary of the Corporation. The Chief Financial Officer of the Regional Municipality of Waterloo shall be the ex-officio Treasurer of the Corporation. The Chair and the Vice-Chair shall be elected by the Board of Directors for a term not to exceed three (3) years.

#### **5.02 Chair and Vice-Chair.**

(1) The Chair shall sign such contracts, documents or instruments in writing as require his or her signature. The Chair shall be the chief administrative officer of the Corporation and shall be responsible to the Board for the coordination of all affairs of the Corporation. In all matters affecting the Corporation, the Chair shall be deemed to be an agent of the Corporation acting under the authority and at the express intention and express direction of the Board or any

committee thereof, as the case may be. During the absence or inability of the Chair, his or her duties and powers may be exercised by the Vice-Chair.

**5.03 Secretary.** The Secretary shall, when present, act as secretary of all meetings of directors and members, shall have charge of the minute books of the Corporation and the documents and registers referred to in the *Corporations Act*, R.S.O. 1990, c. C. 38 and any successor legislation. The Secretary shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office.

**5.04 Treasurer.** Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board may direct. The Treasurer shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office. The Treasurer may be required to give such bond for the faithful performance of his or her duties as the Board in their uncontrolled discretion may require, but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

**5.05 Vacancies.** If the office of the Chair or Vice-Chair shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors may elect or appoint an officer to fill such vacancy.

## **6. Committees**

The Board may from time to time constitute such committees as it deems necessary to assist the directors in carrying on the affairs of the Corporation and shall prescribe the duties of any such committees.

## **7. Indemnities to Directors, Officers and Others**

Every director or officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about 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 or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

## 8. For the Protection of Directors and Officers

(1) No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such director's or officer's own wrongful and wilful act or through his or her own wrongful and wilful neglect or default.

(2) The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his or her being a director or officer of the Corporation, shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

## 9. Membership

9.01 **Qualification.** In addition to the Directors of the Corporation who are each deemed to be members, additional members of the Corporation may be admitted by the Board of Directors upon such terms as the Board may deem appropriate with the approval of the Region of Waterloo. Save as otherwise expressly herein provided, the fee, if any, for membership in the Corporation, shall be such sum per annum as may be fixed from time to time by the Board.

9.02 **Honorary members.** Honorary members shall be those individuals who have been appointed as Honorary members by the Board.

9.03 **Termination of Membership.** The membership of any member shall be automatically terminated if such member fails to pay any fee within 120 days after it is due. Such termination of membership shall not prejudice the member's right to apply for re-admission. The Board may, by a resolution passed by a majority vote, terminate any membership for just cause, provided, however, that the membership of any director of the Corporation shall not be

terminated unless such director has first been removed as a director of the Corporation pursuant to paragraph 3.05 of this By-law.

**9.04 Resignation.** Any member of the Corporation may resign as a member of the Corporation by letter addressed to the Secretary of the Corporation at the head office of the Corporation. The Board may, by resolution passed by a majority vote, request any member to resign.

## **10. Meetings of Members**

**10.01 Annual meetings.** The Corporation shall hold an annual meeting of its members not later than eighteen months after its incorporation and subsequently not more than fifteen months after the holding of the last preceding annual meeting. The annual meeting of the members shall be held at the head office of the Corporation, on such day in each year and at such time as the Board may by resolution determine. At annual meetings there shall be presented a report of the directors of the affairs of the Corporation for the previous year, a financial statement of the Corporation, the auditor's report and such other information or reports relating to the Corporation's affairs as the directors may determine.

**10.02 General meetings.** Other meetings of the members (to be known as "general meetings") may be convened by order of the Chair of the Board, to be held at any date and time and at any place within Ontario. In addition, the Chair of the Board or, failing him or her, the Vice-Chair shall call a general meeting of the members upon receipt of a written requisition to do so of not less than 50% of the members entitled to vote at such meeting.

**10.03 Notice.** A printed, written or typewritten notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be served either personally or by sending such notice to each member of such meeting and to the auditor of the Corporation through the post in a prepaid wrapper or letter no less than ten days nor more than sixty days (exclusive of the day of mailing but including the day for which notice is given) before the date of every meeting directed to such address of each such member and of the auditor as appears on the books of the Corporation, or if no address is given therein, then to the last address of each such member or auditor known to the Secretary; provided always that a meeting of members may be held for any purpose at any date and time and at any place within Ontario without notice if all the members are present in person at the meeting or if all the absent members shall have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member or by the auditor of the Corporation.

**10.04 Omission of notice.** The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

**10.05 Contents of notice.** Notice of any meeting of members shall include a statement of the right of such member to appoint a proxy, who need not be a member, to exercise the same voting rights that the member appointing such proxy would be entitled to exercise if present at

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the meeting. The notice of such meeting shall contain sufficient information concerning such business to permit the member to form a reasoned judgment on the decision to be taken.

**10.06 Proxies.** At any meeting of members, a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such proxy, the same voting rights that the members appointing him or her would be entitled to exercise if present at the meeting. A proxy need not be a member of the Corporation.

**10.07 Chair.** In the absence of the Chair of the Board, the members present at any meeting of members shall choose another director to act as Chair of the meeting and if no director is present or if all the directors present decline to act as Chair the members present shall choose one of their number to be Chair of the meeting.

**10.08 Voting.**

(1) Every member has one vote. Every question submitted to any meeting of members shall be decided by a majority of votes given on a show of hands unless otherwise specifically provided by statute or by these by-laws. In case of an equality of votes, the Chair of the meeting shall, both on a show of hands and on a poll, have a second or casting vote.

(2) At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number of proportion of votes recorded in favour of or against the motion.

**10.09 Polls.** If at any meeting a poll is demanded on the election of a Chair or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

**10.10 Adjournments.** The Chair may with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

**10.11 Quorum.** A quorum for the transaction of business at any meeting of members shall consist of not less than three members present in person or represented by proxy; provided that in no case can any meeting be held unless there are two members present in person.

**11. Enactment, Repeal and Amendment of By-laws**

(1) By-laws of the Corporation, with the exception of this By-law #1 which shall not be amended without the approval of the Regional Municipality of Waterloo, may be enacted, and the bylaws of the Corporation repealed or amended, by by-law enacted by a majority of the

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Board at a meeting of the Board and sanctioned by an affirmative vote of a majority of the members at a meeting of members duly called for the purpose of considering such by-law.

(2) A copy of any by-law to be sanctioned at an annual or general meeting of members (including a by-law which amends or repeals an existing by-law) shall be sent to every member of the Corporation with the notice of such meeting.

## **12. Auditors**

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed from time to time by the Board.

## **14. Notices**

**14.01 Service.** Any notice to be given to any member or director or auditor shall be served either personally or by sending it by prepaid mail, facsimile, email or other electronic means to such member, director or auditor at such person's address as appears in the records of the Corporation or, if no address be given therein, then to the last address of such member, director or auditor known to the Secretary of the Corporation. Despite the foregoing, notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

**14.02 Signatures to notices.** The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

**14.03 Computation of time.** Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided herein, be counted in such number of days or other period.

**14.05 Error or Omission in Giving Notice.** No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

## **15. Cheques, Drafts, Notes, etc.**

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by both the Chair of the Corporation and the Treasurer of the Corporation, or in such other manner as the Board may from time to time designate by resolution.

## **16. Execution of Contracts, etc.**

(1) The Board is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts,

documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

(2) The Board shall not authorize the assistance, either directly or indirectly, any manufacturing business or other commercial or industrial enterprise through the provision of grants.

(3) The corporate seal of the Corporation may when required be affixed to contracts, documents or instruments in writing signed as aforesaid, by any officer or officers, person or persons, appointed as aforesaid by resolution of the board of directors.

(4) The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

#### **17. Financial Year**

The financial year-end of the Corporation shall coincide with the fiscal year-end of the Regional Municipality of Waterloo. The Board may from time to time by resolution change the financial year end of the Corporation.

#### **18. Interpretation**

In all by-laws and special resolutions of the Corporation, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations, and words importing one gender include all genders. Whenever reference is made in any by-law or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be. The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws of the Corporation are inconsistent with those contained in the Articles or applicable legislation in force from time to time then the provisions of the Articles or such applicable legislation, as the case may be, shall prevail.

#### **19. Gifts and Other Acquisitions of Properties**

Gifts and other acquisitions of properties may be accepted by the Board on behalf of the Corporation. No gift or other acquisition shall be accepted which is subject to any continuing condition, the carrying out of which could involve any expenditure of money or render the gift or acquisition subject to defeasance. In no case shall the Board accept an undivided part interest in any property. Any gifts or any property which are accepted by the Board must be the absolute and unconditional property of the Corporation with full power to dispose of the same if, as and when and upon such conditions as the Board sees fit. [By-law #2 1975]

ENACTED the XX day of September, 2018.

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WITNESS the corporate seal of the Corporation.

\_\_\_\_\_  
[Chair]

\_\_\_\_\_  
[Secretary]

DRAFT

Docs #2679511 11

# Appendix C: Current Letters Patent and By-law #1 of the Foundation



## Province of ONTARIO

By the Honourable JOHN T. CLEMENT,

MINISTER OF CONSUMER AND COMMERCIAL RELATIONS

To all to whom these Presents shall come  
Greeting

**Whereas** The Corporations Act provides that with the exceptions therein mentioned the Lieutenant Governor may in his discretion, by Letters Patent, issue a Charter to any number of persons, not fewer than three, of ~~subsequent~~ <sup>eighteen</sup> or more years of age, who apply therefor, constituting them and any others who become shareholders or members of the corporation thereby created a corporation for any of the objects to which the authority of the Legislature extends;

**And Whereas** by the said Act it is further provided that the member of the Executive Council to whom the administration of this Act is assigned may in his discretion and under the Seal of his office have, use, exercise and enjoy any power, right or authority conferred by the said Act on the Lieutenant Governor;

**And Whereas** it has been made to appear that the persons herein named have complied with the conditions precedent to the issue of the desired Charter and that the said undertaking is within the scope of the said Act;

**Now Therefore Know Ye** that, being the member of the Executive Council to whom the administration of this Act is assigned,  
**I do by these Letters Patent** issue a Charter to the Persons hereinafter named that is to say:

Lloyd Frederick Gower, Investment Manager, Elven Shantz, Chairman of Doon Pioneer Village, Whitney Lloyd Bradley, Chief Administrator of the Region of Waterloo, Kathryn Mae Lamb, Reporter, William Edward Thomson, Commissioner of Planning and Development, Regional, Gerald Ernest Eastman, Barrister, and David McDougall Dean, Surgeon, all of the City of Kitchener, in the Regional Municipality of Waterloo, in the Province of Ontario; Kenneth Michael McLaughlin, Welf Henry Heick and Joseph Winfield Fretz, Professors, John Alexander Young, Regional Chairman, and Alfred Wayne Woods, Regional Clerk, all of the City of Waterloo, in the said The Regional Municipality of Waterloo; Robert Gramlow, of the Township of Wellesley, in the said The Regional Municipality of Waterloo, Mayor of Wellesley; James Nelson Johannes, of the City of Cambridge, in the said The Regional Municipality of Waterloo, Gentleman; and Patricia Campbell Rosebrugh, of the Township of North Dumfries, in the said The Regional Municipality of Waterloo, President of Architectural Conservancy of Ontario, Cambridge Branch; constituting them and any others who become members of the Corporation hereby created a corporation without share capital under the name of

WATERLOO REGIONAL HERITAGE FOUNDATION

for the following objects, that is to say:

- (a) TO preserve and to assist in the preservation of the heritage, culture, traditions, landmarks, historic buildings and objects of historical significance;
- (b) TO receive, acquire by purchase, donation or lease, hold, preserve, maintain, reconstruct, restore and manage property of historical, architectural, recreational, aesthetic or scenic interest;
- (c) TO support and contribute to the acquisition, holding, preservation, maintenance, reconstruction, restoration and management of property of historical, architectural, recreational, aesthetic or scenic interest by others;
- (d) TO print, edit, publish, make, display and sell books, magazines, pictures, films and slides, and generally to disseminate information respecting matters of traditional cultural or historical significance;
- (e) TO make, buy, sell and generally deal in souvenirs, curios, mementos, publications and other articles of traditional, cultural or historical significance; and
- (f) TO conduct campaigns for the raising of funds and to accept contributions from individuals, corporations, foundations and organizations;

THE HEAD OFFICE of the Corporation to be situate at the said City of Waterloo; and

THE FIRST DIRECTORS of the Corporation to be

Lloyd Frederick Gower, Kenneth Michael McLaughlin, Welf Henry Heick, Robert GranJw, John Alexander Young, Joseph Winfield Fretz, Elven Sharcz, Whitney Lloyd Bradley, Kathryn Mae Lamb, William Edward Thomson, Gerald Ernest Eastman, David McDougall Bean, James Nelson Johannes, Alfred Wayne Woods and Patricia Campbell Rosebrugh, hereinbefore mentioned;

AND IT IS HEREBY ORDAINED AND DECLARED that the Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that, upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that the directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that the Board

of directors shall consist of fifteen (15) members elected as follows:

- (a) The Chairman of the Council of The Regional Municipality of Waterloo shall be an ex officio director or another member of the Council elected by the members to serve in his stead at his request;
- (b) A member of the Council of The Regional Municipality of Waterloo approved by the Council;
- (c) A member of The Faculty of The Department of History of Wilfred Laurier University, approved by the Council of The Regional Municipality of Waterloo on the recommendation of the Chairman of the Department;
- (d) A member of The Faculty of The Department of History of the University of Waterloo approved by the Council of The Regional Municipality of Waterloo on the recommendation of the Chairman of the Department;
- (e) Four (4) members approved by the Council of The Regional Municipality of Waterloo, one (1) of whom to be a member of and represent the Ontario Architectural Conservancy (Cambridge Branch), one (1) of whom shall be a member of and represent The Waterloo Mennonite Historical Society, one (1) of whom shall be a member of and represent Waterloo Historical Society and one (1) of whom shall be a member

See  
Supplementary  
Letters  
Patent  
1

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of and represent The Ontario Pioneer Village Foundation; and

See  
Supplementary  
Letters  
Pakist

- (f) Seven (7) members elected from among the members of the foundation in such manner as the by-laws of the Corporation provide;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that the Clerk of The Regional Municipality of Waterloo is ex officio Secretary of the Corporation and the Treasurer of The Regional Municipality of Waterloo is ex officio Treasurer of the Corporation.

**Given** under my hand and Seal of office at the City of Toronto in the said Province of Ontario this thirteenth day of February in the year of Our Lord one thousand nine hundred and seventy-four.

John T. Clement

Dated February 13, A.D. 1974

Province of  
ONTARIO

Letters  
Patent  
Incorporating

WATERLOO REGIONAL HERITAGE  
FOUNDATION

Recorded this *April*  
day of *8-19-74* A.D.  
as Number *282737*

282937



## PROVINCE OF ONTARIO

BY THE HONOURABLE        F R A N K   D R E A ,  
MINISTER OF CONSUMER AND COMMERCIAL RELATIONS

WHEREAS THE CORPORATION'S ACT PROVIDES THAT THE LIEUTENANT GOVERNOR MAY IN HIS DISCRETION ISSUE SUPPLEMENTARY LETTERS PATENT TO ANY CORPORATION THAT APPLIES THEREFOR AMENDING OR OTHERWISE ALTERING OR MODIFYING ITS LETTERS PATENT OR PRIOR SUPPLEMENTARY LETTERS PATENT;

AND WHEREAS BY THE SAID ACT IT IS FURTHER PROVIDED THAT THE MEMBER OF THE EXECUTIVE COUNCIL TO WHOM THE ADMINISTRATION OF THIS ACT IS ASSIGNED MAY IN HIS DISCRETION AND UNDER THE SEAL OF HIS OFFICE HAVE, USE, EXERCISE AND ENJOY ANY POWER, RIGHT OR AUTHORITY CONFERRED BY THE SAID ACT ON THE LIEUTENANT GOVERNOR;

AND WHEREAS IT HAS BEEN MADE TO APPEAR THAT THE CORPORATION HEREIN NAMED HAS COMPLIED WITH THE CONDITIONS PRECEDENT TO THE ISSUE OF THE DESIRED SUPPLEMENTARY LETTERS PATENT;

NOW THEREFORE KNOW YE THAT, BEING THE MEMBER OF THE EXECUTIVE COUNCIL TO WHOM THE ADMINISTRATION OF THIS ACT IS ASSIGNED,

I DO BY THESE SUPPLEMENTARY LETTERS PATENT TO

CB-371

WATERLOO REGIONAL HERITAGE FOUNDATION  
incorporated by Letters Patent dated the  
thirteenth day of February, 1974

VARY the provisions of the Letters Patent of Incorporation of the Corporation by increasing the number of members to be elected to the board of directors from fifteen (15) to eighteen (18) and by amending the composition of the board in paragraphs "(e)" and "(f)" respectively to read as follows:

- (e) four (4) members approved by the Council of The Regional Municipality of Waterloo, one (1) of whom to be a member of and represent Heritage Cambridge - a Branch of the Architectural Conservancy of Ontario, one (1) of whom shall be a member of and represent North Waterloo Region Branch of the Architectural Conservancy of Ontario, one (1) of whom shall be a member of and represent the

Waterloo Historical Society, and one (1) of whom shall be a member of and represent the Ontario Pioneer Village Foundation;  
(f) ten (10) members elected from among the members of the Corporation in such manner as the by-laws of the Corporation provide.

GIVEN UNDER MY HAND AND SEAL OF OFFICE AT THE CITY OF TORONTO IN THE SAID PROVINCE  
OF ONTARIO THIS twelfth  
DAY OF March  
ONE THOUSAND NINE HUNDRED AND eighty-one.

Frank Drea  
Minister of Consumer and  
Commercial Relations

CB-371

|  |                      |
|--|----------------------|
| March 12,                                | 1981                 |
| PROVINCE OF<br>ONTARIO                   |                      |
| SUPPLEMENTARY<br>LETTERS<br>PATENT       |                      |
| WATERLOO REGIONAL HERITAGE<br>FOUNDATION |                      |
| RECORDED                                 | 31 ST.<br>MARCH 1981 |
| AS NUMBER                                | 282937               |

BY-LAW NUMBER 1  
of the  
WATERLOO REGIONAL HERITAGE FOUNDATION

A by-law relating generally to the  
transaction of the affairs of the  
Waterloo Regional Heritage Founda-  
tion.

BE IT ENACTED as a by-law the Waterloo Regional Heritage  
Foundation enacts as follows:

HEAD OFFICE

1. The Head Office of the Foundation shall be in the City of Waterloo, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

SEAL

2. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Foundation.

BOARD OF DIRECTORS

3. The affairs of the Foundation shall be managed by a board of fifteen (15) directors, each of whom at the time of his election or within ten (10) days thereafter and throughout his term of office shall be a member of the Foundation. Each director shall be elected to hold office until the first annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member. The members of the Foundation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of votes cast at that meeting, elect any person in his stead for the remainder of his term.

VACANCIES, BOARD OF DIRECTORS

4. Vacancies on the board of directors, however caused, may so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Foundation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting

AMENDED BY  
BY-LAW No. 3

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of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

5. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the Chairman or Vice-Chairman or by the Secretary on direction of the Chairman or Vice-Chairman or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or telegraphed to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than two days before the meeting is to take place. The statutory declaration of the Secretary or Chairman that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Foundation. The directors may consider or transact any business either special or general at any meeting of the board.

ERROR IN NOTICE, BOARD OF DIRECTORS

6. No error or omissions in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.



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VOTING, BOARD OF DIRECTORS

7. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of any equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and any entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chairman his duties may be performed by the Vice-Chairman or such other director as the board may from time to time appoint for the purpose.

POWERS

8. The directors of the Foundation may administer the affairs of the Foundation in all things and make or cause to be made for the Foundation, in its name, any kind of contract which the Foundation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Foundation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, building and other property, movable or immovable, real or personal, or any right or interest therein owned by the Foundation, for such consideration and upon such terms and conditions as they may deem advisable.

REMUNERATION OF DIRECTORS

9. The directors shall receive no remuneration for acting as such.

OFFICERS OF THE FOUNDATION

10. There shall be a Chairman, a Vice-Chairman and the Clerk of the Regional Municipality of Waterloo is ex officio Secretary of the Foundation and the Treasurer of the Regional Municipality of Waterloo is ex officio Treasurer of the Foundation. One person may hold more than one office except the offices of Chairman and Vice-Chairman. The Chairman and Vice-Chairman shall be elected by the board of directors

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from among their number at the first meeting of the board after the annual election of such board of directors provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Foundation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

DUTIES OF CHAIRMAN AND VICE-CHAIRMAN

II. The Chairman shall, when present, preside at all meetings of the members of the Foundation and of the board of directors. The Chairman shall also be charged with the general management and supervision of the affairs and operations of the Foundation. The Chairman with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the Chairman, his duties and powers may be exercised, by the Vice-Chairman and if the Vice-Chairman, or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the Chairman shall be presumed with reference thereto.

DUTIES OF SECRETARY

12. The Secretary shall be ex-officio clerk of the board of directors. He shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the seal of the Foundation and of all books, papers, records, correspondence, contracts and other documents belonging to the Foundation which he shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution and he shall perform such other duties as may from time to time be determined by the board of directors.

DUTIES OF TREASURER

13. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Foundation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Foundation in such bank or banks as may from time to time be designated by the board of directors. He shall disburse the funds of the Foundation under the

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direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Foundation. He shall also perform such other duties as may from time to time be determined by the board of directors.

#### DUTIES OF OTHER OFFICERS

14. The duties of all other officers of the Foundation shall be such as the terms of their engagement call for or the board of directors requires of them.

#### EXECUTION OF DOCUMENTS

15. Deeds, transfers, licenses, contracts and engagements on behalf of the Foundation shall be signed by either the Chairman or Vice-Chairman and by the Secretary, and the Secretary shall affix the seal of the Foundation to such instruments as require the same.

Contracts in the ordinary course of the Foundation's operations may be entered into on behalf of the Foundation by the Chairman, Vice-Chairman, Treasurer or by any person authorized by the Board.

The Chairman, Vice-Chairman, the directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Foundation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Foundation transfers of shares, bonds or other securities from time to time transferred to the Foundation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Foundation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Foundation may or shall be executed.

AMENDED BY  
BY-LAW No. 2

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BOOKS AND RECORDS

16. The Directors shall see that all necessary books and records of the Foundation required by the by-laws of the Foundation or by any applicable statute or law are regularly and properly kept.

MEMBERSHIP

17. The membership shall consist of the applicants for the incorporation of the Foundation and such other individuals and such corporations, partnerships and other legal entities as are admitted as members by the board of directors.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the board of directors.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Foundation prior to acceptance of his resignation.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Foundation, partnerships and other legal entities may vote through a duly authorized proxy.

Each member shall promptly be informed by the Secretary of his admission as a member.

DUES

18. Dues shall be as set from time to time by the board of directors. The directors may designate individuals or organizations as being ex-officio members of the Foundation and waive dues in respect of such persons or organizations.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Foundation, but any such member may on payment of all unpaid dues or fees be reinstated by unanimous vote of the board of directors.

ANNUAL AND OTHER MEETINGS OF MEMBERS

19. The annual or any other general meeting of the members shall be held at the head office of the Foundation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

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At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors appointed for the ensuing year shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the Chairman or Vice-Chairman shall have power to call at any time a general meeting of the members of the Foundation. No public notice nor advertisement of members' meetings annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or telegraph, ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Foundation are present thereat or represented by proxy duly appointed and at such meeting any business may be transacted which the Foundation at annual or general meetings may transact.

ERRORS OR OMISSION IN NOTICE

20. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Foundation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Foundation.

ADJOURNMENTS

21. Any meetings of the Foundation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

22. A quorum for the transaction of business at any meeting of members shall consist of not less than three members present in person or represented

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by proxy; provided that in no case can any meeting be held unless there are two members present in person.

VOTING OF MEMBERS

23. Subject to the provisions, if any, contained in the Letters Patent of the Foundation, each member of the Foundation shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Foundation unless he has paid all dues or fees, if any, then payable by him.

At all meetings of members, every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Foundation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Foundation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Foundation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

FINANCIAL YEAR

24. Unless otherwise ordered by the board of directors, the fiscal year of the Foundation shall terminate on the 31st day of December, in each year.

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CHEQUES, ETC.

25. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Foundation through its bankers, and endorse notes and cheques for deposit with the Foundation's bankers for the credit of the Foundation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Foundation by using the Foundation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Foundation and the Foundation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

26. The securities of the Foundation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Foundation signed by such officer or officers, agent or agents of the Foundation, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

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NOTICE

27. Whenever under the provisions of the by-laws of the Foundation, notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in a post office or a public letter-box, in a pre-paid, sealed wrapper addressed to the director, officer or member at his or their address as the same appears on the books of the Foundation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of the Foundation.

BORROWING

28. The directors may from time to time

- (a) borrow money on the credit of the Foundation; or
- (b) issue, sell or pledge securities of the Foundation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Foundation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Foundation.

From time to time the directors may authorize any director, officer or employee of the Foundation or any other person to make arrangements with reference to the monies borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Foundation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Foundation.



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29. There shall be a separate charitable fund into which all gifts made to the Foundation. The Treasurer shall keep separate account thereof and shall not apply any funds therefrom except for charitable purposes within the meaning of the Income Tax Act (Canada) as approved by the Board of Directors from time to time.

INTERPRETATION

30. In these by-laws and in all other by-laws of the Foundation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Passed by the board of directors and sealed with the Corporate seal this 2<sup>nd</sup> day of May, A.D. 1974.

Robert L. Lumb  
CHAIRMAN

M. W. L.  
SECRETARY

## BY-LAW NUMBER 2

of the

## WATERLOO REGIONAL HERITAGE FOUNDATION

A By-law to amend by-law Number 1 being  
a by-law relating generally to the  
transaction of the affairs of the  
Waterloo Regional Heritage Foundation.

BE IT ENACTED as a by-law the Waterloo Regional Heritage  
Foundation enacts as follows:

1. That by-law Number 1 is amended by adding thereto the  
following heading, "GIFTS AND OTHER ACQUISITIONS OF PROPERTIES  
Section 15 (a)

Gifts and other acquisitions of properties may be accepted  
by the Board of Directors. It shall be a continuing policy, no gift  
or other acquisition shall be accepted which is subject to any continu-  
ing condition the carrying out of which could involve the expenditure  
of money or render the gift or acquisition subject to defeasance.  
It shall also be a continuing policy not to acquire an undivided  
part interest in any property. It is intended that any gifts or any  
property which come to the Foundation shall be the absolute and  
unconditional property of the Foundation with full power to dispose  
of the same if, as and when and upon such conditions as the Board of  
Directors shall see fit."

PASSED by the Board of Directors and sealed with the  
Corporate seal this 20<sup>th</sup> day of February, A.D. 1975.

\_\_\_\_\_  
CHAIRMAN\_\_\_\_\_  
SECRETARY

of the 3

WATERLOO REGIONAL HERITAGE FOUNDATION

A By-law to amend by-law #1 being a by-law relating generally to the transaction of the affairs of the Waterloo Regional Heritage Foundation.

BE IT ENACTED and it is hereby enacted as a by-law of the Waterloo Regional Heritage Foundation as follows:

1. Paragraph 3 of By-law #1 is deleted and the following substituted therefor:

"3. (a) The affairs of the Foundation shall be managed by a board of eighteen (18) directors, each of whom at the time of his election or within ten (10) days thereafter and throughout his term of office shall be a member of the Foundation.

(b) Each director, except those members at large categorized in paragraph (f) in the Supplementary Letters Patent, shall be elected to hold office until the second annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified. Such directors shall be retired at the second annual meeting thereafter, but shall be eligible for re-election if otherwise qualified.

(c) The aforementioned members at large shall be elected and shall retire in rotation. At the annual meeting in 1981, one half of the members to be elected at large shall be appointed for a term of two years or until the second annual meeting thereafter (whichever occurs first) and one half of the members to be elected at large shall be appointed for a term of three years or until the third annual meeting thereafter (whichever occurs first). Thereafter, at each annual meeting, directors in the category of members at large shall be elected to fill the positions of those members whose term of office has expired, and each director so elected shall hold office for a term of two years or until the second annual meeting thereafter (whichever occurs first). A retiring member at large shall be eligible for re-election.

(d) Notwithstanding the foregoing, no director shall sit on the board for longer than 8 continuous years.

(e) The elections may be by a show of hands unless a ballot be demanded by any member.

(f) The members of the Foundation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term. "

Passed by the board of directors and sealed with the Corporate seal  
this 24th day of February, A.D. 1981.

*Patricia C. Bradbury*  
CHAIRMAN

*J. L. Lundy*  
SECRETARY

## BY-LAW NUMBER 4

of the

## WATERLOO REGIONAL HERITAGE FOUNDATION

A By-Law to amend By-Law Number 1 being a By-Law relating generally to the transaction of the affairs of the Waterloo Regional Heritage Foundation

BE IT ENACTED and it is hereby enacted as a By-Law of the WATERLOO REGIONAL HERITAGE FOUNDATION as follows:

1. THAT By-Law Number 1 be amended by adding the following clauses as numbers 30 and 31 respectively and by renumbering clause 30. INTERPRETATION as number 32:

"30. INDEMNIFICATION

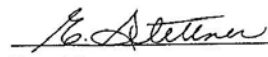
The Officers, Directors and Members of the Foundation are indemnified and saved harmless out of the funds of the Foundation, except for such costs, charges or expenses as are occasioned by the wilful negligence or default of the Officers, Directors or Members.

31. AMENDMENTS TO BY-LAW

The By-laws of the Corporation may be repealed or amended by a By-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the members of the Corporation at a meeting duly called for the purpose of considering the said By-law, provided that notice and description of the proposed amendment had been served to all members with the Notice of Meeting."

PASSED by the Board of Directors and sealed with the Corporate Seal this 26th day of January, 1993.

  
Chair

  
Secretary



## **Waterloo Regional Heritage Foundation**

### **Minutes**

Tuesday, March 27, 2018

6:32 p.m.

Waterloo County Room

Regional Administration Building

150 Frederick Street, Kitchener

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Present were: Chair W. Stauch, R. Albrecht, D. Bonk, J. Clinckett, D. Emberly, T. Galloway, J. Glass, J. Lewis, J. Malvern, K. McLaughlin, K. Seiling and L. Stace

Members absent: J. Arndt, A. Haggerty and L. Haggerty

### **Declarations of Conflict of Interest**

None declared.

### **Delegations**

No delegations appeared before the Foundation.

### **Accounts and Grant Summary**

Connie Bogusat, Financial Analyst circulated the Accounts and Grant Summary which included a summary of disbursements for March 2018 period, outstanding approved commitments and the Foundation's net funding position.

### **Approval of Minutes**

Moved by T. Galloway

Seconded by J. Glass

That the minutes of the Waterloo Regional Heritage Foundation meeting held on February 27, 2018, be approved

Carried

**2017-2018 Committees**

## a) Allocations and Finance Committee

## i. Project Grant re: First Mennonite Church Cemetery

J. Malvern introduced the project.

Moved by D. Bonk

Seconded by D. Emberly

That the Waterloo Regional Heritage Foundation approve 100% of the grant request for the First Mennonite Church Cemetery monument restoration project.

Withdrawn

The Foundation members discussed the concerns of a precedent being set, if funds are granted to a cemetery and the need to develop a policy in regards to cemetery funding requests and decided that this application would be considered since it is a heritage designated cemetery.

The Foundation expressed concern with the project grant not specifying specific tombstones to be restored for heritage purposes and the difference between funding projects for a restoration versus maintenance purpose.

The Allocations and Finance Committee was directed to develop policies for cemetery requests and the difference between restoration and maintenance projects.

Moved By D. Bonk

Seconded by D. Emberly

That the Waterloo Regional Heritage Foundation approve a grant of 50% of the cost up to a maximum of \$9,808.00 for the cemetery monument restoration project;

And that the cemetery monument restoration project be completed before March 27, 2019, a one-year period from the date of the approved motion;

And that a suitable acknowledgement recognizing the contribution made by the Foundation be made;

And further that a statement of account with copies of supporting invoices and receipts be submitted to the Foundation upon completion of the project with request for payment.

Carried

Moved by K. Seiling

Seconded by R. Albrecht

That no further cemetery grants be considered until a policy is in place.

Carried

ii. Project Grant re: Kitchener Public Library Genealogy Fair

J. Glass provided an overview of the project and noted the date of the fair is April 21<sup>st</sup>, meaning the Foundation would have to make a decision immediately opposed to next month.

The Foundation noted the benefits of having their name attached to a well attended event and decided to give a partial grant to fund the keynote speaker, on a one time basis, and to not make it an annual grant.

Moved by J. Malvern

Seconded by K. McLaughlin

That the Waterloo Regional Heritage Foundation approve a grant to the Kitchener Public Library of \$850.00 for the Keynote Speaker for the genealogy fair on April 21, 2018;

And that a suitable acknowledgement recognizing the contribution made by the Foundation be made;

And further that a statement of account with copies of supporting invoices and receipts be submitted to the Foundation upon completion with request for payment.

Carried

iii. Project Grant re: Central Presbyterian Church

J. Glass updated the Foundation on the project and noted that the Allocations and Funds Committee will continue to work on the application.



b) Communications Committee

D. Bonk provided an update on the preparations for the Discovering Heritage event on May 12<sup>th</sup>, stating that promotion is underway and that the event will take place from 10am – 4pm and suggested that the Heritage Awards be presented during the Waterloo Historical Society presentation at approximately 1:30 p.m.

D. Bonk will be providing the Foundation with a program, once completed, and will be reporting back at the April meeting on what is required of the Foundation for the event.

c) Heritage Advisory Committee

J. Lewis stated that five nominations have been received and provided an update on each of the nominees, 2 recipients for the Awards of Excellence, 1 recipient for the Dr. Jean Stekle Award and 1 recipient for the Sally Thorsen Award of Excellence. One application is being sent at a later date, at which point the Foundation Secretary will send out all the nominations via email to the Foundation members for their review and approval.

She stated that the nomination for the history prize has been delivered to the judges and they will be adjudicating the movie and nominations put forward last year for reconsideration.

d) Executive Committees

No report.

**Reports – Member Organizations**

a) ACO North Waterloo – J. Clinckett

No report.

b) ACO Cambridge

No report.

c) Waterloo Historical Society – D. Emberly

D. Emberly provided an update that the scanning project is on schedule and will be completed by September. He highlighted that the WHS will have a table at the Genealogy fair and they will be having a guest speaker for the Discovering Heritage

event on May 12<sup>th</sup>. It was also noted that the WHS received an estate of books which greatly contributed to their library.

d) Waterloo Region, Ontario Genealogical Society – D. Bonk

D. Bonk reported that they have finished the last cemetery.

### **Correspondence**

The correspondence folder was circulated among the members for their review.

### **Other Business**

a) K. Seiling provided a verbal update and background on the restructuring process for the Foundation. He highlighted that the Regional Solicitor has recommended that the patents be revised and the by-law be amended. Notice will be given for the April meeting and a vote on the proposed restructuring will take place. It was noted the information on the patents and the bylaw would be provided to members prior to the meeting, for their review.

The Foundation members expressed an interest in having the Regional Solicitor attend the April 24<sup>th</sup> meeting and discussed what the changes mean for future processes and the effect it has on grant funding and awards.

b) D. Emberly provided an update on the southworks property in Cambridge.

### **Next Meeting – April 24, 2018**

### **Adjourn**

Moved by J. Clinkett

Seconded by L. Stace

That the meeting adjourn at 8:20 p.m.

Carried

**Foundation Chair, W. Stauch**

**Foundation Secretary, J. Rudy**

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