

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;
 - (iv) The aforementioned directors at large shall be elected and shall retire in rotation as follows: At the 2018 annual meeting of the Members, three (3) of the directors shall be elected at large and shall be appointed for a term of one (1) year, three (3) of the directors 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 directors 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.

3.02 Qualification of directors. Directors shall be individuals, at least 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 a 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 telecommunications, 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 or 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.

9.02 **Deleted.**

9.03 **Termination of Membership.** 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 not 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 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 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.

20. On the day immediately following the issuance of Supplementary Letters Patent with respect to the Application submitted as of June 22, 2018:

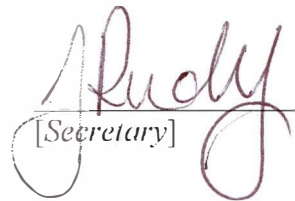
- (a) By-law Number 1 passed May 2, 1974, as amended by By-law Number 2 passed February 20, 1975, By-law Number 3 passed February 24, 1981 and By-law Number 4 passed January 26, 1993, is repealed; and
- (b) This By-law shall come into force and effect.

Enacted this 22nd day of September, 2018.

WITNESS the corporate seal of the Corporation.



[Chair]



[Secretary]