



Media Release: Friday, May 18, 4:30 p.m.

Waterloo Regional Heritage Foundation

Agenda

Tuesday, May 22, 2018

7:00 p.m.

Room 110

Regional Administration Building

150 Frederick Street, Kitchener

1. Declarations of Conflict of Interest

2. Delegations

- 2.1** Hosrt Wohlgemut re: Project Grant – Restoration of the Stained Glass War Memorial Window – Central Presbyterian Church

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- 2.2** Stephanie Sobek-Swant re: Property Grant – Restoration of Lamb’s Inn

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3. Accounts and Grant Summary

4. Approval of Minutes – [April 24, 2018](#)

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5. 2017-2018 Committees

- 5.1** Allocations and Finance Committee

- 5.2** Communications Committee

- 5.3** Heritage Advisory Committee

- 5.4** Executive Committee

6. Reports – Member Organizations

6.1 ACO North Waterloo – J. Clinckett

6.2 ACO Cambridge

6.3 Waterloo Historical Society – D. Emberly

6.4 Waterloo Region, Ontario Genealogical Society – D. Bonk

7. Correspondence – Available at Meeting

8. Other Business

8.1 [Memo re: Waterloo Regional Heritage Foundation – Membership Issue](#)

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9. Next Meeting – June 26, 2018

10. Adjourn



Directors Meeting

Waterloo Regional Heritage Foundation

Minutes

Tuesday, April 24, 2018

6:30 p.m.

Waterloo County Room

Regional Administration Building

150 Frederick Street, Kitchener

Present were: Chair W. Stauch, R. Albrecht, J. Arndt, D. Bonk, J. Clinckett, D. Emberly, T. Galloway, A. Haggerty, L. Haggerty, J. Lewis, J. Malvern, K. McLaughlin, K. Seiling

Members absent: J. Glass and L. Stace

W. Stauch introduced Debra Arnold, Regional Solicitor.

Declarations of Conflict of Interest

None declared.

Waterloo Regional Heritage Foundation Letters Patent and Bylaw Review Update

K. Seiling highlighted the review that was done by the sub-committee of the letters patent and the by-laws. He gave an overview of the proposed changes and to have a similar structure to the Region of Waterloo Arts Fund. It was agreed to amend the Letters Patent.

D. Arnold outlined the process, noting a handout that was distributed of the second page of the proposed application for supplementary letters patent. She gave an overview of the amendments in the proposed new by-law number 1 which would replace the current by-law number 1 as attached to the agenda. There were some minor housekeeping amendments that will be made related to fees which will be removed and revised wording for the membership. A revised copy of the by-law was

distributed. The effective date was reviewed and this will occur once the supplementary letters patent are approved by the Province.

J. Malvern questioned who the members of the corporation are as opposed to the directors. He referenced a motion from February 20, 1975 that states the Regional CAO and Regional Commissioners are also members and how that factors in.

A question was asked what the deadline is to get this completed and what would be lost by delaying the approval. D. Emberly stated that some members do not believe proper notice was given and he referenced Heritage Cambridge not being aware of the proposal. He also read a letter from the Waterloo Historical Society and noted they did not send a delegation to the meeting. D. Arnold advised the Board of Directors could deal with the recommendations before them and the members meeting could be held at a subsequent date to consider ratification of the recommendations.

It was agreed to proceed with the recommendation at this Director's meeting and then defer the Member's meeting to consider the resolution of the Board of Directors meeting. D. Arnold will review and clarify the membership in advance of the Member's meeting.

Moved by D. Emberly

Seconded by R. Albrecht

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 revised 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.

Carried

A. Haggerty stated she feels 12 is too small a number for the Board. K. Seiling explained the rationale. R. Albrecht stated the by-law could be amended in the future if it is desired to increase the size.

There was discussion about the member's meeting and that there wasn't proper notification. In response to a question about what would change if it were put off to next month, it was agreed this could be deferred.

D. Arnold inquired if the desire is to keep the membership as noted in 1975 or give direction to change the composition as proposed. She noted the application for the supplementary letters patent will require a 2/3 majority vote.

Moved by T. Galloway

Seconded by R. Albrecht

That the application for Supplementary Letters Patent approval by the Members be deferred to the May 22nd general member's meeting with appropriate notice given.

Carried

There was a question about who the director's liability insurance is paid to and it was advised that it indemnifies the directors as part of the umbrella insurance through the Region of Waterloo insurance pool. There is a proportionate premium and Connie Bogusat, Financial Analyst clarified an annual application is made to Cowan insurance.

Accounts and Grant Summary

C. Bogusat circulated the Accounts and Grant Summary which included a summary of disbursements for April 2018, outstanding approved commitments and the Foundation's net funding position.

Approval of Minutes

A correction to the bottom of page 3 was noted to replace "Funds" with "Finance".

Moved by D. Bonk

Seconded by A. Haggerty

That the minutes of the Waterloo Regional Heritage Foundation meeting held on March 27, 2018, be approved, as amended.

Carried

2017-2018 Committees

- a) Allocations and Finance Committee
 - i. The Central Presbyterian Church have completed their application for the stained glass windows and will be invited to the next meeting.

- ii. Project Grant regarding rare Charitable Research Reserve
L. Haggerty advised the Allocations & Finance Committee met briefly and they will be invited as a delegation to next month's meeting. J. Malvern stated rare had wanted to start the work March 15, 2018 and he was willing to put forward approval of the project tonight. K. Seiling questioned what heritage elements are being paid for in this application as opposed to renovations. It was noted there is normally documentation from the architect with the use of historically accurate windows, doors, etc. It was agreed to request rare to attend the next meeting with additional documentation.

b) Communications Committee

D. Bonk provided an update on the preparations for the Discovering Heritage event on May 12th from 10 a.m. – 4 p.m. It is a new event and exhibitor attendance is expected to be down. The universities are not attending this event. There are currently 15 exhibitors. The awards of excellence will be held during the Waterloo Historical Society meeting, which starts at 1:30 p.m. The Heritage Foundation will have a booth which will require members to assist.

c) Heritage Advisory Committee

J. Lewis advised no meeting was held. She is waiting to hear back from the judges on the history prize and once received she will distribute to members.

The Sally Thorsen Award of Excellence will be given to Richard Fuller, the Dr. Jean Steckle Award for Heritage Education to Diane Strickler. There are four awards of excellence being presented to Lesley Webb, Stephanie Massel, Karen Scott-Booth and Margaret McCreery.

d) Executive Committee

No report.

Reports – Member Organizations

a) ACO North Waterloo

J. Clinckett stated the meeting was held April 23rd and there was concern that the Heritage Showcase event is not as strong as in the past. There was also concern that they will no longer have a seat on the Foundation.

They are holding an event on Thursday, May 10th at Walter Fedy's office, with the focus on the Townships.

b) ACO Cambridge

D. Emberly spoke on behalf of the Board of Directors. A copy will be attached with the minutes.

c) Waterloo Historical Society

D. Emberly provided an update on the scanning project. He stated they raised concerns with the restructuring of the Heritage Foundation. He noted the guest speaker for the meeting on May 12th.

d) Waterloo Region, Ontario Genealogical Society

No report.

Correspondence

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

Other Business

Terms expire normally in June, but will be carried on until approval of the new structure is granted, likely in September.

Next Meeting – May 22, 2018

Adjourn

Moved by J. Lewis

Seconded by T. Galloway

That the meeting adjourn at 8:05 p.m.

Carried

Foundation Chair, W. Stauch

Foundation Secretary, L. Wetzel

Report Given on Behalf of the Architectural Conservancy of Ontario Cambridge and North Dumfries Branch.

The Annual General Meeting of the Cambridge and North Dumfries Branch of the Architectural Conservancy of Ontario was held on Wednesday, March 28, 2018 in the former Galt Public Library, 34 Water Street North, Cambridge, Ontario.

Marilyn Scott, Communications Director, reported on the year's activities and the many organizations in the Region of Waterloo in which the Cambridge ACO is represented. The Cambridge ACO had not been recently represented on the board of the Waterloo Regional Heritage Foundation, due to the resignation of the branch representative, Brad Paddock. The members were unaware of the proposed Supplementary Letters Patent and new By-law #1, which would remove the ACO branch and five other named organizations from the Foundation's board of directors. David Emberly, an ACO member and Foundation director explained that it is proposed to have a board of 12 members appointed by Region of Waterloo Council, ten of whom would be elected at-large and two from the Region's Council. The Cambridge ACO was a charter member of the Foundation in 1973/1974 and has been very active in its affairs throughout the last 45 years. D. Emberly agreed to keep the Foundation informed of the Cambridge and North Dumfries Branch ACO until September 2018 when the reorganized Foundation is expected to become effective.

A report was given on the ACO Cambridge's successful request to the Ontario Municipal Board for a full hearing on the HIP proposal for the Gaslight District, Grand Avenue South in Cambridge. On January 2, 2018 ACO representatives argued against this development. A six-page decision in favour of the ACO was handed down on February 20 by the OMB's vice-chair Susan de Avellar Schiller in which she stated "that the ACO has met the test of authenticity in the apparent land use planning grounds for its appeals and that such grounds are worthy of a full hearing of the merits." Reference was made to "height, massing and transition". The ACO had said that the proposed land uses are not consistent with the 2014 provincial policy statement, do not conform to the 2017 growth plan for the Greater Golden Horseshoe or conform with the heritage conservation policies of the region's official plan or to the policies of its 1999 official plan. If discussions between the two sides are unsuccessful, a full hearing will be scheduled at a future time.

The members agreed not to change the make-up of the present board of directors this year in order to provide consistency and stability during dealings with HIP and the OMB. Jeremy Hetherington will continue as President.

Members were pleased to hear that Karen Scott Booth had been nominated to receive the Award of Excellence of the Waterloo Regional Heritage Foundation.

A tour of the historic (and heritage designated) Carnegie library building of 1903 was conducted by Mike Panayi, President of Pinnacle Capital Partners, the property's present owner, who explained various changes and restorations made to the building.

A speakers series will begin in May.



Regional Municipality of Waterloo

Memorandum

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: May 22, 2018

Subject: **Waterloo Regional Heritage Foundation – Membership Issue**

Summary

At the April 24, 2018 meeting of the Board of Directors, it was brought to the Board's attention that the following motion was passed at a Board of Directors meeting on February 20, 1975: "That the Waterloo Regional Heritage Foundation voting membership consist of all present members of the Board, Regional Councillors, the Chief Administrator, and Regional Commissioners." The question was raised whether this resolution was valid such that the current individuals holding the stated positions are Members of the corporate Waterloo Regional Heritage Foundation.

It is my conclusion that the above-noted resolution was not valid to create Members by virtue of office and accordingly does not constitute the current individuals holding the stated positions as Members of the corporate Waterloo Regional Heritage Foundation for the reasons provided in this Memorandum.

Background and Legislative Provisions

At its meeting of February 20, 1975 the then Board of Directors passed a motion as follows: "That the Waterloo Regional Heritage Foundation voting membership consist of all present members of the Board, Regional Councillors, the Chief Administrator, and Regional Commissioners."

The "present members of the Board" (i.e. Directors) at the time were already Members by virtue of Section 3(a) of By-law #1 passed May 2, 1974 ("By-law #1), which provides

that Directors are Members by virtue of such office during his/her term of office as a Director.

The issue remains whether the above-noted motion constituted “Regional Councillors, the Chief Administrator and Regional Commissioners” as Members by virtue of office.

S. 125 of the Corporations Act, R.S.O. 1970 (in force at time that the motion was passed, and still provided in Section 124 of the current Corporations Act) states that individuals may be admitted as Members by motion/resolution of the Board and that with regard to the admission of Members by virtue of office, the Letters Patent, Supplementary Letters Patent or by-laws of a corporation may provide for such admission (as section 3 of By-law #1 does in regard to Directors). The implication of Section 125 is that the Board of Directors may not admit members by virtue of office by motion/resolution but rather must do so by Letters Patent, Supplementary Letters Patent or by-law.

None of the Letters Patent, Supplementary Letters Patent or by-laws provides for Regional Councillors, the Chief Administrator and/or Regional Commissioners to be members by virtue of their office. The 1975 Board of Directors motion alone was not valid to appoint Members “by virtue of office” as Section 125 states that the letters patent, supplementary letters patent or by-law of a corporation may provide for the admission of members by virtue of office (and not simply by motion/resolution).

If the Feb 20 1975 Board motion was valid at all, then at most, by virtue of Section 17 of By-law #1, it was valid only to admit the individuals then holding those offices as Members. Section 129 of the Corporations Act RSO 1970 (and Section 128 of the current Corporations Act) provide that a membership is not transferable and “lapses and ceases to exist upon the member’s death or when the member ceases to be a member by resignation or otherwise in accordance with the by-laws of the corporation.” Thus, even if those individuals holding the office and positions stipulated in the February 20, 1975 motion were validly admitted into the membership, their memberships have ceased to exist by no longer holding the stated office or position as the motion would only apply to the individuals during the timeframe in which they held the stated position.

It is my conclusion that the above-noted motion/resolution was not valid to create Members by virtue of office and accordingly does not constitute the current individuals holding the stated positions of “Regional Councillors, the Chief Administrator and Regional Commissioners as Members of the corporate Waterloo Regional Heritage Foundation.

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