



Media Release: Friday, January 19, 2018, 4:30 p.m.

Waterloo Regional Heritage Foundation

Agenda

Tuesday, January 23, 2018

6:30 p.m.

Waterloo County Room

Regional Administration Building

150 Frederick Street, Kitchener

1. Declarations of Conflict Of Interest

2. Vacancies on Foundation Board

2.1 Allyson Haggerty, John Arndt and Kenneth McLaughlin [Board Applications](#)

3. Delegations

3.1 Nancy Silcox re: Publication Grant – The Baden Hotel

3.2 Paul Knowles re: Publication Grant – Our Heritage Our Home

3.3 Karl Kessler re: Project Grant – Scanning project

4. Accounts and Grant Summary

5. Treasurer's Report

5.1 [WRHF-18-01](#), 2018 Insurance Policy Renewal

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Should you require an alternative format please contact the Regional Clerk at
Tel.: 519-575-4400, TTY: 519-575-4605, or regionalclerk@regionofwaterloo.ca

Docs #2615700

6. Approval of Minutes – November 28, 2017**Page 5****7. Regional Chair Report****7.1 Waterloo Regional Heritage Foundation: Letters Patent and By-law Review****Page 10****8. 2017-2018 Committees****8.1 Allocations and Finance Committee**a) Publication Grant – Nancy Silcox re: **The Baden Hotel**b) Publication Grant – Paul Knowles re: **Our Heritage Our Home**c) Project Grant – Karl Kessler re: **Scanning project****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 – February 27, 2018****13. Adjourn**

Region of Waterloo

Waterloo Regional Heritage Foundation

Treasurer's Report

To: Chair W. Stauch and Directors of the Waterloo Regional Heritage Foundation

Date: January 23, 2018 **File Code:** F28-05

Subject: 2018 Insurance Policy Renewal

Recommendation:

That the Waterloo Regional Heritage Foundation approve the purchase of its 2018 insurance portfolio at an annual premium of \$1,800.00 plus applicable provincial sales tax of 8% (\$144.00), totaling \$1,944.00 from the Guarantee Company of North America Insurance Company (through Cowan Insurance Brokers Ltd.) under the terms and conditions outlined in Report WRHF-18-01 dated January 23, 2018.

Summary:

Nil

Report:

The Waterloo Regional Heritage Foundation's insurance portfolio renewed on January 1, 2018 and coverage has been secured subject to the Foundation's approval. This year's insurance premium of \$1,944.00 on the Foundation's program is the same premium that was paid in 2017.

Commentary by Policy Coverage Being "Renewed"

In 2018, the Foundation's insurance portfolio will consist of the following types of coverage:

Comprehensive General Liability: Coverage Limit \$2,000,000

This type of coverage insures the Foundation against liability imposed by a Court of Civil Law for damages because of bodily injury or death to any person resulting from the operations of the Foundation and for damages to/or destruction of property of others caused by an accident.

Directors & Officers Insurance: Coverage Limit \$2,000,000

This type of coverage insures Directors and Officers against liability suits resulting from an action by a third party that alleges failure of the Directors or Officers to exercise proper care and skill in the managing of the Foundation.

Financial Implications:

The Foundation's 2018 insurance premium is \$1,800.00, plus provincial sales tax of 8% (\$144.00), which totals \$1,944.00. This is the same premium that was paid in 2017. The Foundation's 2018 budget includes an insurance premium allocation of \$2,000 to accommodate this expense.

Other Department Consultations/Concurrence: Nil

Attachments: Nil

Prepared By: Craig Smith, C.I.P., R.F., Risk Manager

Approved By: Craig Dyer, Treasurer, Waterloo Region Heritage Foundation

Waterloo Regional Heritage Foundation

Minutes

Tuesday, November 28, 2017

6:30 p.m.

Waterloo County Room

Regional Administration Building

150 Frederick Street, Kitchener

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

Members absent: S. Roy and J. Clinckett

Declarations of Conflict of Interest

None declared.

Accounts and Grant Summary

Connie Bogusat, Financial Analyst circulated the Accounts and Grant Summary which included a summary of disbursements for November 2017 period, outstanding approved commitments and the Foundation's net funding position.

a) Approval of the 2018 Budget

C. Bogusat provided a brief overview of the 2018 Budget and highlighted that the budget that was attached to the agenda showed N/A in some of the categories under 2017 so she distributed a completed copy of the 2018 budget.

Moved by L. Haggerty

Seconded by J. Glass

That the 2018 Budget for the Waterloo Regional Heritage Foundation be approved as presented at its meeting on November 28, 2017.

Carried

Approval of Minutes

Moved by J. Malvern

Seconded by D. Bonk

That the minutes of the Waterloo Regional Heritage Foundation meeting held on October 24, 2017, be approved

Carried

Business Arising from the Minutes

Chair W. Stauch highlighted that at the last meeting the Foundation agreed to strike a working Committee to work on a clear policy outlining maintenance versus restoration. D. Emberly, L. Haggerty, J. Malvern all volunteered to sit on the Committee and Chair W. Stauch also noted that he will ask J. Clinckett to be part of the Committee.

2017-2018 Committees

a) Allocations and Finance Committee

L. Haggerty highlighted that A&F received 3 new grant applications and provided a brief highlight of each application. She stated that all 3 applicants will be invited to the January meeting to make a brief presentation.

L. Haggerty suggested that First Mennonite Cemetery also be invited to the January meeting but after a brief discussion with the Foundation members, it was decided that more questions need to be answered about the Cemetery Act and the responsibility of maintenance. Members agreed holding off to invite them until more information is received.

i) Correspondence from Waterloo Public Library re: grant extension

L. Haggerty highlighted the correspondence letter received from the Waterloo Public Library requesting clarification on the grant letter as well as the potential for a grant extension. L. Haggerty noted that an email can be sent clarifying the grant letter and that the Foundation is flexible when it comes to completion dates.

ii) Grant Policies

The Foundation members made a few minor edits to the grant policies and suggested that II p) should be made into two parts to include a statement regarding the Conflict of Interest policy will apply to members that belong to organizations.

Moved by L. Haggerty

Seconded by J. Malvern

That the Waterloo Regional Heritage Foundation approve the Grant Policies as amended.

Carried

b) Communications Committee

D. Bonk state he has received positive responses for the new May event but is still looking for a name. A Foundation member suggested for the love of our heritage.

D. Bonk provided a brief overview of the format for the new event. He explained that the Foundation will be partnering with the Waterloo Historical Society (WHS). The WHS will be handing out their Annual Volume and the Heritage Foundation will be handing out their awards. In the foyer the heritage organization groups will set up displays about their groups. There will be children activities and their will be free admission to the museum.

c) Heritage Advisory Committee

J. Lewis highlighted that HAC has not met but that she had a brief discussion with Chair W. Stauch. She highlighted that she will reach out to Adam Crerar and Julia Roberts at the Universities about the research award grant given to a graduate student.

She noted that the deadline for the awards will be changed to March 13, 2018 and provided names of some suggested recipients to be nominated. She also highlighted the History Prize looking for publications or movies that have been produced in 2017.

A Foundation member asked to consider expanding the criteria of the History Prize to give out more than one prize a year if necessary and to allow for more than just the previous year explaining the judges had a difficult time selecting just one winner.

Foundation members discussed resubmissions, the cost of buying the books, and how many submissions are received each year.

A Foundation member brought forward a motion to allow for more than one winner and for publications within the 5 preceding years. Another member asked if a friendly amendment could be made to include reviewing this policy after 3 years.

Moved by J. Malvern

Seconded by D. Emberly

That the Waterloo Regional Heritage Foundation approve the History Prize terms be amended to allow for more than one award within the preceding 5 years.

And that the terms be reviewed in three years.

Carried

d) Executive Committee

No report.

Reports – Member Organizations

a) ACO North Waterloo

No report.

b) ACO Cambridge

No report.

c) Waterloo Historical Society

D. Emberly referred to the correspondence from Lesley Webb, President of the Waterloo Historical Society in the correspondence folder thanking the Foundation for the grant and grant extension for the indexing project. He provided a brief update on the status of the project stating the project is 40% complete.

d) Waterloo Region Ontario Genealogical Society

No report.

Correspondence

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

Other Business

a) Raffle Tickets re: Care for the Child The Story of the Bridgeport General. The tickets were given to J. Glass.

b) Chair W. Stauch noted that Kathryn Harvey resigned from the Foundation. He stated that there are three members' at large vacancies and are still waiting for

ACO Cambridge to send a representative as well as Wilfrid Laurier University. He asked members to recruit new members and suggested reaching out to past members.

- c) D. Emberly circulated a handout regarding The Reformation: Martin Luther and his Legacy exhibit.

Adjourn

Moved by D. Bonk

Seconded by J. Lewis

That the meeting adjourn at 7:56 p.m.

Carried

Foundation Chair, W. Stauch

Foundation Secretary, E. Flewwelling

Regional Municipality of Waterloo

Office of The Regional Chair

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

Date: January 23, 2018

Subject: Waterloo Regional Heritage Foundation: Letters Patent and Bylaw Review

Recommendation:

That the letters patent of the Waterloo Region Heritage Foundation be reviewed with consideration given to recommendations for revisions and an application for new letters patent;

And That the current bylaws be reviewed with a view to making recommendations to make them consistent with any recommended changes or revisions to the letters patent;

And Further That a working group comprising the Foundation Chair (or designate), the Regional Chair, two members of the Foundation, the Regional Solicitor (or designate), the Director of Cultural Services, and the Regional Clerk (or designate) be appointed to carry out a review of the letters patent and bylaws and report to the Foundation Board.

Background:

New legislation pertaining to corporations has been passed although not yet in effect. Many organizations are currently reviewing their letters patent and other requirements related to the new legislation. Since the letters patent were first granted in 1974 (amended 1981), there have been no further amendments or revisions. Some of the original bodies listed in the original documents no longer operate or exist.

It would be appropriate and timely to undertake a review with a view to creating new and updated letters patent to reflect current circumstances, both in terms of objects and membership. For example, one area to be examined would whether there would need to be named positions on the Board or whether the membership should be left open as is done with the Region of Waterloo Arts Fund. Together with this review would also be a review of the bylaws to make sure that they are consistent with any recommendations.

I would suggest that a working group be formed to undertake this review. It would be comprised of the Chair, the Regional Chair, two members of the current board, the Regional Solicitor (or designate), the Director of Cultural Services, and the Regional Clerk (or designate).

Respectfully Submitted,

Ken Seiling

Regional Chair



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 ~~twenty~~ ^{eighteen} 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 Bean, 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

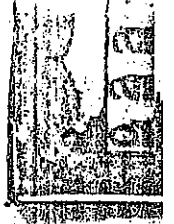
Lloyd Frederick Gower, Kenneth Michael McLaughlin, Welf Henry Heick, Robert GranJow, John Alexander Young, Joseph Winfield Fretz, Elven Sharcz, Whitney Lloyd Bradley, Fathryn Mae Lamb, William Edward Thomson, Gerald Ernest Eastman, David McDougall Bean, James Nelson Johannes, Alfred Wayne Woods and Patricia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

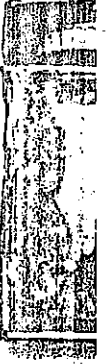


of directors shall consist of fifteen (15) members elected as follows:

- (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

100-2



of and represent The Ontario Pioneer Village Foundation; and

See
Supplementary
Letters
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(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 thirtieth day of February in the year of Our Lord one thousand nine hundred and seventy-four.

John T. Clement

City of Toronto, Ontario

Dated February 13, A.D. 1974

Province of
ONTARIO

Letters
Patent
Incorporating

WATERLOO REGIONAL HERITAGE
FOUNDATION

Recorded this *April*
day of *8-1974* A.D.
as Number *782737*

282937



PROVINCE OF ONTARIO

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

WHEREAS THE CORPORATIONS 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

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.

LEGISLATION
MINISTER OF CONSUMER AND COMMERCIAL RELATIONS

RECEIVED
MARCH 12 1981

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

March 12,

1981

PROVINCE OF
ONTARIO

SUPPLEMENTARY
LETTERS
PATENT

WATERLOO REGIONAL HERITAGE
FOUNDATION

RECORDED 31 ST.
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 Foundation.

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

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.

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

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

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.

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.

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

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.

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.

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.

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 2nd day of May, A.D. 1974.

Robert Hambro
CHAIRMAN

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 continuing 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 20th day of February, A.D. 1975.

 CHAIRMAN

 SECRETARY

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. Berubugh

 CHAIRMAN

G. L. Lohoway

 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