

BY-LAW NO. 1

A by-law relating generally to the transaction of the affairs of

WELLAND ROSE FESTIVAL INC.

(hereinafter referred to as the "Corporation")

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

Section 1.

INTERPRETATION

- 1.1 **Definitions.** In this by-law, unless the context otherwise requires:
- 1.1.1 "Act" means the Corporations Act, R.S.O. 1980, c. 95 as amended and includes the regulations made pursuant thereto;
 - 1.1.2 "board" means the board of directors of the corporation;
 - 1.1.3 "executive" means the officers of the corporation, collectively;
 - 1.1.4 all terms which are used in this or any other by-law of the corporation and which are defined in the Act shall have the meanings given to them in the Act;
 - 1.1.5 "number of directors" means the number of directors provided for in the articles.
 - 1.1.6 the word "persons" includes individuals, bodies corporate, partnerships, trusts and unincorporated organizations;
 - 1.1.7 words and expressions defined in the Act shall have the same meanings when used herein; and
 - 1.1.8 words importing the singular include the plural and visa versa and words importing gender include the masculine, feminine and neuter genders;

Section 2.

FORMALITIES

- 2.1 **Financial Year.** Until changed by the board, the financial year of the corporation shall end on the day of in each year.
- 2.2 **Execution of Instruments.** Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the corporation by two persons, one of whom holds the office of president, vice-president or director and the other of whom holds one of the said offices or the office of secretary, treasurer, assistant secretary or assistant treasurer or any other

office created by by-law or by resolution of the board. In addition, the board may from time to time direct the manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed.

- 2.3 **Head Office.** Until changed in accordance with the Act, the head office of the corporation shall be in the City of Welland, in the Regional Municipality of Niagara.
- 2.4 **Seal.** Until changed in accordance with the Act, the corporate seal of the corporation shall be in the form impressed hereon.
- 2.5 **Borrowing.** The directors may from time to time
- 2.5.1 borrow money on the credit of the corporation; or
 - 2.5.2 issue, sell or pledge securities of the corporation; or
 - 2.5.3 charge, mortgage, hypothecate or pledge all or any of the real or personal property of the corporation, 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 corporation.

From time to time the directors may authorize any director, officer or employee of the corporation or any other person to make arrangements with reference to the moneys borrowed or to be 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 moneys borrowed or remaining due by the corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the corporation.

Section 3.

DIRECTORS

- 3.1 **Number.** The affairs of the corporation shall be managed by a Board of Directors consisting of 19 persons including the executive members and 6 other members elected as set out in section 5 below, 1 person appointed by the Mayor and Council of the Corporation of the City of Welland, and 4 persons appointed by the board at a meeting immediately following the meeting at which the report of the nominating committee is presented to the members.
- 3.2 **Quorum.** The quorum for the transaction of business at any meeting of the board shall consist of a majority of the number of directors.
- 3.3 **Qualification.** A director, (except for the City appointee) at the time of his election and throughout his term of office shall be a member of the corporation in good standing who has attended at least 3 general meetings of members.
- 3.4 **Term.** The election and appointment of directors shall take place at the first meeting of members and at each annual meeting of members and all the directors then in office shall retire but, if qualified, shall be eligible for re-election or re-appointment. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected or appointed as the case may be.

- 3.5 **Removal of Directors.** Subject to the provisions of the Act, the members may by resolution passed at an annual or special meeting remove any director from office and the vacancy created by such removal may be filled at the same meeting failing which it may be filled by the directors.
- 3.6 **Vacation of Office.** A director ceases to hold office when he dies; he is removed from office by the members; he ceases to be qualified for election as a director; or his written resignation is sent or delivered to the corporation or, if a time is specified in such resignation, at the time so specified, whichever is later.
- 3.7 **Vacancies.** Subject to the Act, but without the restriction imposed by section 3.3 above, a quorum of the board may fill a vacancy in the board, except a vacancy resulting from an increase in the number of directors or in the maximum number of directors from a failure of the members to elect the number of directors. In the absence of a quorum of the board, or if the vacancy has arisen from a failure of the members to elect the number of directors, the board shall forthwith call a special meeting of members to fill the vacancy. If the board fails to call such meeting or if there are no such directors then in office, any member may call the meeting.
- 3.8 **Place of Meetings.** Meetings of the board may be held at any place within or without Ontario.
- 3.9 **Calling of Meetings.** Meetings of the board shall be held from time to time and at such place as the board, the chairman of the board, the president or any two directors may determine.
- 3.10 **Notice of Meeting.** Notice of the time and place of each meeting of the board shall be given in the manner provided in section 8.1 to each director not less than forty-eight hours before the time when the meeting is to be held. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified. A director may in any manner waive notice of or otherwise consent to a meeting of the board.
- 3.11 **Adjourned Meeting.** Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 3.12 **Regular Meetings.** The board shall meet at least once per month and may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.
- 3.13 **Chairman.** The chairman of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: chairman of the board, president, or a vice-president who is a director. If no such officer is present, the directors present shall choose one of their number to be chairman.
- 3.14 **Votes to Govern.** At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.

- 3.15 **Remuneration and Expenses.** No director shall be paid any remuneration for his services as a director, either directly or indirectly, whatsoever. A director may be entitled to be reimbursed for travelling and other expenses properly incurred by him and as authorized by the board.
- 3.16 **Conduct of Business.** Any business to be conducted by the board may be effected by by-law or resolution consented to by signature of all the directors. A declaration by the chairman that a resolution has been carried and an entry to that effect in the minutes is prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Section 4.

OFFICERS

- 4.1 **Executive.** The executive of the corporation shall consist of a Past President (who shall be the person who occupied the position of President in the immediately preceding fiscal year, failing which it shall be the person appointed under section 5), a President, 2 Vice-Presidents, a Secretary, a Treasurer, a Co-Ordinator and a Parade Chairman.
- 4.2 **President.** The president shall be the chief operating officer and, subject to the authority of the board, shall have general supervision of the affairs of the corporation; specifically, he shall
- (a) preside at executive, general and special meetings or, in the case of absence, designate the first vice-president or another member his replacement;
 - (b) act as official spokesman for the corporation or designate a suitable replacement when unable to attend meetings or other functions;
 - (c) carry out assignments and instructions given to him by the vote of the corporation or board of directors
- and he shall have such other powers and duties as the board may specify.
- 4.3 **Vice-President.** A vice-president shall have such powers and duties as the board or the chief executive officer may specify and in the case of absence or disability of the President, the first vice-president shall be a pro tem successor, carrying out his duties.
- 4.4 **Secretary.** The secretary shall attend and be the secretary of all meetings of the board, members and committees of the board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he shall give or cause to be given, as and when instructed, all notices to members, directors, officers, auditors and members of committees of the board; he shall be the custodian of all books, papers, records, documents and instruments belonging to the corporation, except when some other officer or agent has been appointed for that purpose; and he shall have such other powers and duties as the board or the chief executive officer may specify including correspondence.
- 4.5 **Treasurer.** The treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the corporation; he shall render to the board whenever required an account of all his transactions as treasurer and of the financial position of the corporation; and he shall have such other powers and duties as the board or the chief executive officer may specify.
- 4.6 **Powers and Duties of Other Officers.** The powers and duties of all other officers shall be such as the terms of their engagement call for or as the board or the chief executive officer may specify. Any of the powers and duties of an officer to whom an assistant

has been appointed may be exercised and performed by such assistant, unless the board or the chief executive officer otherwise directs.

- 4.7 **Variation of Powers and Duties.** The board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.
- 4.8 **Attendance.** Executive officers are expected to attend all board and executive meetings. Members absent without valid reason and excused by the board are automatically deemed to have vacated their office.

Section 5.

NOMINATIONS, ELECTIONS AND APPOINTMENTS

- 5.1 **Nominating Committee.** At the first meeting of members and at each annual meeting, the members shall appoint by resolution a committee of 3 members to nominate for election the officers and six directors and report such nominations to the next meeting of members called for such election. The committee shall nominate as past president the person who occupies the position of president at the time of their appointment unless such person is unable or unwilling to accept such nomination; in such case, the committee may nominate any previous past president of the corporation or the Welland Rose Festival Committee.
- 5.2 **Nominations.** After receiving and advising the members of the contents of the Nominating Committee's Report, the Chairman shall allow further nominations of qualified persons for the executive or the board, by the members present.
- 5.3 **Voting.** The Chairman shall appoint a chief election officer to conduct the election of officers plus 6 other directors. The chief election officer may appoint scrutineers and other election officers as he deems necessary and expedient. Votes shall be polled by secret ballot and the results thereof presented to the members.
- 5.4 **Board of Directors.** The executive so elected are by their office directors on the board along with the additional six members then elected as directors, the city appointee and the board appointees.

Section 6.

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 6.1 **Limitation of Liability.** No director or officer 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 other act for conformity, or for any loss, damage or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired 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 the corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own willful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

- 6.2 **Indemnity.** Subject to the limitations contained in the Act, the corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the corporation's request as a director or officer of a body corporate of which the corporation is or was a member or creditor (or a person who undertakes or has undertaken any liability on behalf of the corporation or any such body corporate) and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the corporation or such body corporate, if
- 6.2.1 he acted honestly and in good faith with a view to the best interests of the corporation; and
- 6.2.2 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.
- 6.3 **Insurance.** Subject to the limitations contained in the Act, the corporation may purchase and maintain such insurance for the benefit of its directors and officers as such, as the board may from time to time determine.

SECTION 7.

MEETINGS OF MEMBERS

- 7.1 **Annual Meetings.** The annual meeting of members shall be held within 3 months of the last day set aside for the annual Festival referred to in the Letters Patent at such time in each year and, subject to section 6.3, at such place as the board or the president may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing the officers and some directors, appointing auditors or accountants and for the transaction of such other business as may properly be brought before the meeting.
- 7.2 **Special Meetings.** The board or the president shall have power to call a special meeting of members at any time.
- 7.3 **Place of Meetings.** Meetings of members shall be held at the registered office of the corporation or elsewhere in the municipality in which the registered office is situated or, if the board shall so determine, at some other place in or outside Canada.
- 7.4 **Notice of Meetings.** Notice of the time and place of each meeting of members shall be given in the manner provided in Section 8.1 not less than twenty-one (21) nor more than fifty (50) days before the date of the meeting to each director, to the auditor and to each member on the list as set out in Section 6.5. Notice of a meeting of members called for any purpose other than consideration of the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the member to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting. A member may in any manner waive notice of or otherwise consent to a meeting of members.
- 7.5 **List of Members Entitled to Notice.** For every meeting of members, the corporation

shall prepare a list of members entitled to receive notice of the meeting, arranged in alphabetical order. The members listed shall be those registered at 4:30 p.m. on the day immediately preceding the day on which notice of the meeting is given, or where no such notice is given, the day on which the meeting is held. The list shall be available for examination by any member during usual business hours at the registered office of the corporation or at the place where the securities register is kept and at the place where the meeting is held. The list shall be available for examination by any member during usual business hours at the office of the corporation's accountant and at the place and time where the meeting is held.

7.6 **Meetings Without Notice.** A meeting of members may be held without notice at any time and place permitted by the Act:

7.6.1 if all the members entitled to vote thereat are present in person or represented by proxy or if those not present or represented by proxy waive notice of or otherwise consent to such meeting being held; and

7.6.2 if the auditors and the directors are present or waive notice of or otherwise consent to such meeting being held.

At such a meeting any business may be transacted which the corporation at a meeting of members may transact.

7.7 **Chairman, Secretary and Scrutineers.** The chairman of any meeting of members shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: president or a vice-president who is a member. If no such officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the secretary of the corporation is absent, the chairman shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chairman with the consent of the meeting.

7.8 **Persons Entitled to be Present.** The only persons entitled to be present at a meeting of the members shall be those entitled to vote thereat or required under any provision of the Act or the articles or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

7.9 **Quorum.** A quorum for the transaction of business at any meeting of members shall be 15 persons present in person, each being a member entitled to vote thereat or a duly appointed proxy for an absent member so entitled.

7.10 **Right to Vote.** At any meeting of members in respect of which the corporation has prepared the list referred in Section 6.4, every person who is named in such list shall be entitled to one vote. In the absence of a list prepared as aforesaid in respect of a meeting of members, every person shall be entitled to vote at the meeting who at the time is entered in the register as a member with the right to vote at such meeting.

7.11 **Proxies.** Every member entitled to vote at a meeting of members may appoint a proxyholder, or one or more alternate proxyholders, who need not be members, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the member or his attorney and shall conform with the requirements of the Act.

- 7.12 **Time for Deposit of Proxies.** The board may specify in a notice calling a meeting of members a time, preceding the time of such meeting by not more than forty-eight (48) hours exclusive of non-business days, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the corporation or an agent thereof specified in such notice or, if no such time is specified in such notice, unless it has been received by the secretary of the corporation or by the chairman of the meeting or any adjournment thereof prior to the time of voting.
- 7.13 **Votes to Govern.** At any meeting of members every question shall, unless otherwise required by the articles or by-laws or by-law, be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chairman of the meeting shall be entitled to a second or casting vote.
- 7.14 **Show of Hands.** Subject to the provisions of the Act, any question at a meeting of members shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.
- 7.15 **Ballots.** On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, any member or proxyholder entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chairman shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, the result of the ballot so taken shall be the decision of the members upon the said question.
- 7.16 **Adjournments.** If a meeting of members is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.
- 7.17 **Resolution in Writing.** A resolution in writing signed by all of the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members.

Section 8.

MEMBERSHIP

- 8.1 **Members.** The members of the corporation shall consist of the applicants for Letters Patent for the corporation and of such individuals as are admitted as members by unanimous resolution of the board of directors. Each member shall promptly be informed by the secretary of his admission as a member. Memberships are not

transferrable. Membership to the corporation is open to interested and concerned citizens willing to give their time and effort during the year for the good of their community and themselves.

- 8.2 **Applications.** All applications for a membership shall be submitted to the Board and, upon approval by the Board, the applicant becomes a member.
- 8.3 **Resignations.** A member may resign by notification in writing, and the resignation shall become effective upon acceptance thereof by the Board of Directors. A member remains liable for payment for any assessment or other sum levied which became payable by him to the Corporation before acceptance of his resignation.
- 8.4 **Expulsion.** The Board may, by a vote of 3/4th of those present and voting at a meeting of the members duly called for that purpose, expel or suspend any member whose conduct has been determined by the Board to be improper, unbecoming, or likely to endanger the interests or reputation of the corporation or who wilfully commits a breach of the constitution or by-laws of the corporation. No member shall be expelled or suspended without being notified of the charge or complaint against him or without having first been given an opportunity to be heard by the Board at a meeting called for that purpose.
- 8.5 **Dues.** There shall be no dues or fees payable by members.

Section 9.

NOTICES

- 9.1 **Method of Giving Notice.** Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the articles, the by-laws or otherwise to a member, director, officer, auditor or member of a committee of the board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid ordinary or air mail or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box and shall be deemed to have been received on the fifth day after so depositing; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the record address of any member, director, officer, auditor or member of a committee of the board in accordance with any information believed by him to be reliable. The recorded address of a director shall be his latest address as shown in the records of the corporation or in the most recent notice filed under the Corporations Information Act, whichever is the more current.
- 9.2 **Computation of Time.** In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 9.3 **Undelivered Notices.** If any notice given to a member pursuant to section 8.1 is returned on three (3) consecutive occasions because he cannot be found, the corporation

shall not be required to give any further notices to such member until he informs the corporation in writing of his new address.

- 9.4 **Omissions and Errors.** The accidental omission to give any notice to any member, director, officer, auditor or member of a committee of the board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 9.5 **Waiver of Notice.** Any member (or his duly appointed proxyholder), director, officer, auditor or member of a committee of the board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him under any provisions of the Act, the regulations thereunder, the articles, the by-laws or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of members or of the board which may be given in any manner.

Section 10.

EFFECTIVE DATE

- 10.1 **Effective date.** This by-law shall come into force when confirmed by the members in accordance with the Act.

PASSED by the directors and sealed with the corporate seal the 17th day of April, 1989.

President

Secretary

CONFIRMED by the members the 27th day of April, 1989.

Secretary