

Welland Rose Festival Inc.

(hereinafter referred to as the "Corporation")

Be it enacted as a by-law of the corporation as follows:

By-law 1

INTERPRETATION

Definitions. In this by-law, unless the context otherwise requires:

- 1.1** "Act" means the Corporations Act, R.S.O. 1980, c.95 as amended and includes the regulations made pursuant thereto;
- 1.2** "board" means the board of directors of the corporation;
- 1.3** "executive" means the officers of the corporation, collectively;
- 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;
- 1.5** "number of directors" means the number of directors provided for in the articles;
- 1.6** the word "persons" includes individuals, bodies corporate, partnerships, trusts, and unincorporated organizations;
- 1.7** words and expressions defined in the Act shall have the same meanings when used herein; and
- 1.8** words importing the singular include the plural and vice versa and words importing gender include all genders.

By-law 2

FORMALITIES

- 2.1 Financial Year.** Until changed by the board, the financial year of the corporation shall end on the 31st day of March in each year. Any changes to this require previous approval of the Canada Revenue Agency.
- 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 position 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 a 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. All financial matters must require two (2) of three (3) assigned officers to sign.

- 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.
- 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 thereof, 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.

By-law 3

DIRECTORS

- 3.1 Number.** The affairs of the corporation shall be managed by the Board of Directors consisting of persons including the executive members and six (6) other members elected as set out in section 5 below, one (1) person appointed by the Mayor and Council of the City of Welland (for the duration of the city term), and other additional persons appointed at the discretion of the Board-

- 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-at the time of his election and throughout his term of office shall be a member of the corporation in good standing.
- (a) Directors, including Executive officers, shall notify the secretary when he/she is unable to attend a meeting.
- (b) Directors, including Executive officers, who are absent for three (3) consecutive meetings without prior notice shall be deemed to have resigned.
- 3.4 Term.** The election and appointment of the directors shall take place 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 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.
- 3.8 Place of Meeting.** 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 (48) hours before the time when the meeting is 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 the 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 the 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 meetings 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 officers as have been appointed and who is the 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 numbers to be the 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 affected 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.

By-law 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
- (a) have general supervision of the affairs of the corporation;

- (b) preside at executive, general and special meetings or, in the case of absence, designate the first Vice-President or another member his replacement;
- (c) act as official spokesman for the corporation or designate a suitable replacement when unable to attend meetings or other functions;
- (d) carry out assignments and instructions given to him by the vote of the corporation or board of directors
- (e) be a member ex-officio of all committees
- (f) 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 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

- (a) attend and be the secretary of all meetings of the board or members and committees of the board;
- (b) enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat;
- (c) give or cause to be given, as and when instructed, all notices to members, directors, officers, audits, and members of committees of the board;
- (d) 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;
- (e) have such other powers and duties as the board or the chief executive officer may specify including correspondence.

4.5 Treasurer. The treasurer shall

- (a) keep proper accounting records in compliance with the Act
- (b) be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the corporation;
- (c) render to the board whenever required an account of all his transactions as treasurer and of the financial position of the corporation;
- (d) have such other powers and duties as the board or the chief executive officer may specify.

- 4.6 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 without valid reason and excused by the board are automatically deemed to have vacated their offices.

By-law 5

NOMINATIONS ECTIONS AND APPOINTMENTS

- 5.1 Nominating Committee.** By July 31st, the Board of Directors shall appoint a committee of three (3) members to nominate for election of the officers and six directors and report such nomination 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 any additional members then elected as directors, the city appointee, and the board appointees.

By-law 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 act 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 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 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.

By-law 7

MEETINGS OF MEMBERS

7.1 Annual Meetings.

7.1.1 The annual meeting of members shall be held annually (after the festival has been concluded) 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 be properly be brought before the meeting.

7.1.2 Special Meetings. The Board or the President or at least three (3) Executive officers shall have power to call a special meeting of members at any time with notice of at least forty-eight (48) hr in advance of the meeting and must include the business being conducted and reason being called. No other business can be conducted other than that in the notice.

- 7.2** a) The corporation shall, at its Annual Meeting, appoint an Auditor who shall not be a member of the board or any officer or employee of the corporation or a partner or employee of any such persons, and who is duly licensed under the provisions of the Public Accountancy Act to hold office until the next Annual Meeting of the Corporation.
- b) The Auditor shall have all of the rights and privileges as set out in the Corporation Act of Ontario and shall perform the audit function as prescribed therein.
- c) Audited financial statements must be presented to a general meeting before December 31st of each year.
- 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 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 members 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 pm on the day immediately preceding 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. Memberships will be valid from Jan.1st to Dec 31st of the year approved.
- 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 if those not present 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 50% plus one of the eligible voting members, each being a member entitled to vote thereat.
- 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 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. Any vote to change any part of the Constitution (By-Laws) will require a (2/3) two-thirds majority.
- 7.12 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 if 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.

- 7.13 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 a 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.
- 7.14 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 more than one adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.
- 7.15 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 members.
- 7.16 Amendments to the By-Laws.** By-Law additions or changes can be made from time to time at an Annual Meeting or a Special meeting for that purpose. The Secretary shall send out notice of meeting and proposed changes to all members 30 days in advance of the meeting when the vote shall be taken. Such amendments must be confirmed by an affirmative vote at least two-thirds (2/3) of those members present.

By-law 8

MEMBERSHIP

- 8.1 Members.** The members of this corporation shall consist 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 transferable. Membership to the corporation is open to interested and concerned citizens (19 years of age or older) willing to give their time and effort

during the year for the good of their community and themselves and who are supportive of the purpose and goals of the Welland Rose Festival Inc. Membership will be for that calendar year (regardless of when the application is approved) and will need to be applied for annually to be active. No member shall receive remuneration directly or indirectly other than reimbursement for reasonable expenses incurred.

- 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 three-fourths (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 willfully commits a breach of the constitution or by-laws of the corporation. No member shall be expelled or suspended without being notified of the change 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.

By-law 9

NOTICES

- 9.1 Method of Giving Notice.** Any notice (which term includes any communications 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 who it is to be given or if delivered to his recorded address or if mailed to him at the 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 6.1 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 affecting the substance thereof shall not invalidate any action taken at any meeting held in pursuance of such notice or otherwise found 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, by-laws or otherwise and such waiver or abridgment shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgment 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.

By-law 10

WORKING AGREEMENTS

- 10.1** The Corporation Agrees to work with independent clubs or organizations that sponsor events or activities, on a partnership basis, receiving 50 percent of all monies made by profit making events or contributing 50 percent of the deficit as submitted to and approved by the Corporation, for events that are financially unsuccessful.
- 10.2** The Executive has the privilege to exercise the right to review all financial statements and records of groups or organizations that co-ordinate or sponsor Festival events.

- 10.3** The Corporation has the right to insist on a detailed report for events that are on a joint financial basis.
- 10.4** Chairmen of all Rose Festival Committee events shall submit all receipts to the Treasurer or appointee immediately after the event for tabulation and deposit.

By-law 11

PROMOTIONAL RIGHTS

11.1 Advertising and Promotional Budgets

The Executive shall allot a predetermined amount of funds for advertising and other promotional costs of Festival events at no expense to groups or organizations sponsoring or co-ordinating such events.

11.2 Expressed, Written Consent Required

The executive shall not be financially liable for other advertising or promotional costs incurred by groups or organizations for their events unless expressed, written consent of the executive authorizing the additional advertising or promotional activity is given.

By-law 12

ANNUAL VOLUNTEER RECOGNITION

12.1 Guidelines

The annual volunteer recognition will be held each year after the completion of the Festival, at a location, date and time determined by the executive or an ad hoc party committee. The executive shall determine those persons eligible to attend the party.

12.2 Cost

If an ad hoc committee is set up, it will estimate cost of the party and prepare a budget for it, subject to the approval of the executive.

12.3 Eligibility to Attend

If an ad hoc committee is set up, it will determine criteria deciding which persons are eligible to attend the annual party, subject to the approval of the executive.

By-law 13

EVENT CHAIRPERSONS

- 13.1** The Board shall appoint event chairpersons at the first available opportunity following the Annual Meeting.
- 13.2** Should an Event chairperson NOT be a director of the Board, the Board shall appoint a liaison person from its members.
- 13.3** Event Chairpersons shall submit plans and budget for Board approval prior to the event being in the planning stage.
- 13.4** Chairpersons shall be responsible for preparing progress reports, a financial statement and a brief written report, within 30 days of that event.
- 13.5** The Board may discontinue any event at any time.
- 13.6** Event Chairpersons shall be responsible for submitting all outstanding invoices to the Treasurer no later than July 31st of the event year.