

## **Information Package Submission**

### **Expression of Interest EOI-OPS-FAC-25-25**

### **Non-Profit Acquisition of Vittoria Old Town Hall**

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Legal Name of Bidder: The Vittoria & District Foundation Inc.

Ontario Corporation number: 1899602

Charity Registration Number: 882722580 RR0001



<b>Appendix A Submission Form Bidder Information</b>	
Full Legal Name of Bidder:	The Vittoria & District Foundation Inc.
Any Other Relevant Name under which Bidder Carries on Business:	
Street Address:	487 Fisher's Glen Rd, PO Box 45
City, Province/State:	Vittoria, Ontario
Postal Code:	N0E 1W0
Phone Number:	vittoriafoundation@gmail.com
Company Website (if any):	<a href="https://www.vittoriafoundation.ca">https://www.vittoriafoundation.ca</a>
Contact Name and Title:	Barb Galuppi, Director
Contact Phone:	519-429-8101
Contact Email:	barb.galuppi@gmail.com

This information package submission is in response to Norfolk County's request for a local non-profit organization to acquire the Norfolk County owned Vittoria Old Town Hall for a nominal fee (\$1), to discontinue Norfolk County operations and maintenance of the Hall, and to involve community in potential revitalization, and ensure local access to the Hall.

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## **A. Organization Profile**

The [Vittoria & District Foundation Inc.](#) ("The Foundation") was established in 1997 to help provide and maintain facilities and programs to enhance the quality of life for residents living in and around Vittoria. The Foundation evolved as a permanent, ongoing tribute to commemorate the camaraderie and community-building accomplishments of Vittoria's 200th anniversary celebrations in 1996.

The Foundation was later incorporated and approved as a charity on August 9, 2013 (Attachment A). There are currently 20 Foundation Directors and 225 general members. The current Board of Directors Registry (Attachment B) and current approved bylaws (Attachment C) describe the register of volunteers and organizational structure. Note that our bylaws are in the process of being revised to ensure ongoing compliance with Ontario's Not-for-Profit Corporation's Act (ONCA). On September 23, 2024, a motion was passed for The Foundation to develop a proposal to purchase the Vittoria Old Town Hall. Within The Foundation, there is a dedicated Town Hall committee made up of Foundation Directors and members, working under the direction of The Foundation.

The Foundation provides funding assistance to other registered charities, along with the municipality of Norfolk County and local school boards as determined by The Foundation's Board of Directors. We award an annual post-secondary scholarship and provide assistance and sponsorship to dozens of community groups and organizations. The Foundation has also made significant contributions to the Norfolk General Hospital. Over the years, nearly one million dollars has been raised and donated in direct support of the community.

The Foundation aims to ensure the Vittoria Old Town Hall is preserved as an important and valued community building and to reestablish the Vittoria Old Town Hall within the village square as a functional facility for community use, ultimately "enhancing the quality of life for residents in and around Vittoria"<sup>1</sup>.

The community cares about the Vittoria Old Town Hall and is highly engaged in helping to preserve it. This was evidenced by a petition with over two thousand signatures to save the Town Old Town Hall and by the large crowd who attended the November 2023 Engage Norfolk session. With accountability for past decisions and for the lack of maintenance that led the Vittoria Old Town Hall to its current state of disrepair, we can find solutions together.

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<sup>1</sup> The Vittoria & District Foundation Inc. Mission Statement

## **B. Experience and Expertise**

There is a longstanding history of community engagement in Vittoria, where The Foundation, other service organizations, and members of the community have worked in partnership with various levels of government to build and maintain community assets such as the Thompson Memorial Park, the Vittoria & District Community Centre and the Vittoria Old Town Hall.

The Vittoria Old Town Hall holds a prominent place in Canadian history. In 1802, the historic Vittoria town square was deeded in trust for public uses of the District of Talbot. From 1815 - 1825, the Court House, Jail and Registry Offices established the village as the Capital of the London District of Upper Canada.

For over 200 years, the people of Vittoria have shown amazing community spirit – in support of one another, and public initiatives. The first Vittoria public hall was built around 1862 through pledges from community members and when it was destroyed by fire in 1870, the community rallied again to rebuild the Town Hall as soon as possible.

Since its creation, The Foundation has fostered partnerships with several service organizations to complete significant local projects such as past upgrades to the Vittoria Old Town Hall and the Vittoria & District Community Centre.

The support of dedicated community and generous donors who recognize the value of the building will help us succeed in our efforts to preserve the Town Hall. We must show that we care. If it disappears so does a part of our heritage and community. We thank you for this opportunity to work together to save our Town Hall. The Foundation will be a most responsible steward of this heritage property. Our community-minded group is passionate about the preservation of this historically important and valued community building as a functional facility for community use.

### *Experience and Expertise*

The citizens of Vittoria have a proud history of supporting their Town Hall through financial contributions and volunteer efforts. In anticipation of Vittoria's 200th Anniversary in 1996, a partnership was formed between the Township, the Vittoria Lions, the Lamport Club, and the Women's Institute. This collaboration led to the replacement of the roof, the construction of new entrance steps, and the establishment of gardens in the adjacent park.

The partnership continued with the establishment of The Vittoria & District Foundation the following year. Recognizing the community's need for such a venue and the importance of preserving the historic building, The Foundation successfully advocated for Norfolk County to lease the Town Hall to them. This allowed The Foundation to fully restore the building at no cost to the municipality.

The Foundation secured funding for this major project through significant capital grants from both the provincial and federal governments. The Foundation was responsible for the overall

project scope and complete management of all construction, repair, and restoration. This included adhering to heritage designation requirements, consulting with the municipality's heritage committee, sourcing and managing contractors, consulting with restoration and architectural experts, conducting paint analysis, overseeing interior design and restoration, working with lighting, and flooring specialists, and acquiring engineering reports.

The grand re-opening of the Vittoria Old Town Hall welcomed hundreds of visitors, who were able to witness the building's complete transformation. In addition to renovated washrooms and a kitchen with new appliances, the hall had been restored to its original grandeur. The drop-ceiling from the 1960s had been removed, revealing the original audience balcony. The walls were adorned with new paint and graphic details in historically accurate colors. Aesthetically appropriate lighting hung from the vaulted ceiling, the stage had been refinished with backdrops, and the floors throughout the building had been fully restored. The project's success led to national recognition for The Foundation's commitment to heritage preservation, with members providing guidance to others interested in modernizing heritage buildings.

To further enhance the Vittoria Old Town Hall's accessibility, The Foundation once again approached the municipality to install an accessible ramp at the entrance. The Foundation also managed and financially supported this ease of access project, resulting in an aesthetically pleasing ramp, sidewalk, and entrance.

The Foundation has the ongoing support of the following experts who have provided input on the proposed workplan:

- Authority on historical architecture with four decades of hands-on expertise in restoration projects across Canada. Includes heading lectures and courses on the study of preservation along with authoring several important books on best practises and techniques for heritage restoration.
- Architect with five decades of experience in both preservation and redesign of heritage structures across Canada.

Additionally, Kenneth J. Heaman with a Master of Museum Studies is a resident of Vittoria, member of The Foundation, and a professional advisor on the Vittoria Old Town Hall project. While Curator of Dundurn Castle (a National Historic Site in the City of Hamilton), Kenneth amassed decades of experience in grant writing, site management, and was responsible for multi-million-dollar restoration projects through a city government structure.

### *Partnership Opportunity*

Christ Church, Vittoria sits adjacent to the Vittoria Old Town Hall in the Village Square. It was completed in 1844 and is recognized as Canada's last Georgian wood-block church. Since 1976, it has thrived under dedicated volunteer Trustees. Through events, projects, and rentals, the Trustees have ensured the historic building's upkeep and assisted with community initiatives. Recognizing the demand for intimate wedding venues, Christ Church has offered personalized

experiences since 2016. The nearly 200-year-old setting is complemented by the area's natural beauty, recognized wineries and lakeshore attractions, as well as nearby accommodations in Simcoe and Port Dover.

The use of the Vittoria Old Town Hall as a wedding reception space was fully investigated by the previous lessee, Cranberry Creek Gardens (Ames Distilling). The town hall space offers a complementary aesthetic and affordable option. Following a market analysis, Christ Church Trustees confirmed the potential for substantial revenue generation through this collaboration and they look forward to a promising partnership with The Vittoria & District Foundation. Promoting the historically significant town square as an all-in-one wedding and event destination will further serve the community and preserve this invaluable heritage legacy.

### **C. Vision / Concept for the Vittoria Old Town Hall**

This proposal aligns with Norfolk County Staff report OPS-24-011, Option 3: Nominal Sale of Hall Parcel to local Non-Profit (Retain Parkland), where the parkland remains Norfolk County parkland, and an easement is provided for maintenance of the septic tank and tile bed.

A capital project with a total budget of \$300,000 for the exterior restoration of the Vittoria Old Town Hall was included in Norfolk County's 2022 Capital Budget. The scope of the original project included brick repointing and the architectural restoration of existing wood windows, bell tower, wood fascia and soffit. John G. Cooke & Associates Ltd conducted a detailed technical review of the facility and identified additional building deficiencies; at which time the project was postponed.

#### **Objectives**

1. The Foundation proposes to purchase the Vittoria Old Town Hall from Norfolk County for an initial purchase price of \$1. As further described on page 7, in order to achieve the projected overall funding requirement of \$900,000, The Foundation proposes a 1:1 matched funding arrangement, with an overall investment of \$450,000 grant support from Norfolk County:
  - \$300,000 start-up grant in 2025 (using the allotted 2022 capital project budget)
  - A diminishing annual operating grant totalling \$150,000 over 5 years (\$50,000 in 2026, \$40,000 in 2027, \$30,000 in 2028, \$20,000 in 2029, and \$10,000 in 2030).

The Foundation will:

2. Manage all restoration/construction projects as outlined under Project Costs and Workflow.
3. Apply for grants and oversee fundraising initiatives directly supporting the Vittoria Old Town Hall restoration/construction projects.
4. Facilitate bookings, rentals, and janitorial/maintenance.
5. Re-invest revenue generated into the Vittoria Old Town Hall maintenance and operations.

6. Ensure the sustainability of the Vittoria Old Town Hall as a viable public asset, providing a:
- Space for courses, programs and workshops aligned with The Foundation’s mission.
  - Meeting space for local service organizations such as the Vittoria Women’s Institute, and The Foundation.
  - Venue to support and showcase local musicians and artists.
  - Place to host recreational and social activities for youth, families, and seniors.

## **Financials**

Estimated timeline of the proposal is September 1, 2025, to August 31, 2031. This includes phased restoration projects occurring in Years 1 - 3, between September 1, 2025, and August 31, 2028, and ongoing operating costs/revenue generation in Years 4 – 6.

### **Projected Funding Requirement (Proposed Start Date of September 1, 2025):**

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	YEAR 6	
1:1 MATCH FUNDS	2025-26	2026-27	2027-28	2028-29	2029-30	2030-31	TOTAL
<b>Norfolk County</b>							<b>\$450,000</b>
start-up grant	\$300,000						\$300,000
operating grant		\$50,000	\$40,000	\$30,000	\$20,000	\$10,000	\$150,000
<b>The Foundation</b>							<b>\$450,000</b>
other grant applications	\$225,000	\$50,000					\$275,000
community-raised funds	\$50,000	\$50,000	\$30,000				\$130,000
rental/event revenue				\$15,000	\$15,000	\$15,000	\$45,000
<b>Annual Totals</b>	<b>\$575,000</b>	<b>\$150,000</b>	<b>\$70,000</b>	<b>\$45,000</b>	<b>\$35,000</b>	<b>\$25,000</b>	<b>\$900,000</b>

## **Project Costs and Workflow**

### **Renovation & Annual Operating Budget Overview**

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	YEAR 6	Category Total
Expense Category	2025-26	2026-27	2027-28	2028-29	2029-30	2030-31	
Phase 1 projects	\$197,750						\$197,750
Phase 2 projects		\$135,600					\$135,600
Phase 3 projects		\$45,200	\$45,200				\$90,400
Phase 4 projects			\$90,000				\$90,000
Phase 5 projects			19,210				\$19,210
Professional Services	\$74,585	\$76,077	\$77,598				\$228,260
Annual operating	\$22,000	\$22,440	\$22,889	\$23,347	\$23,814	\$24,290	\$138,780
<b>Annual Totals</b>	<b>\$294,335</b>	<b>\$279,317</b>	<b>\$254,897</b>	<b>\$23,347</b>	<b>\$23,814</b>	<b>\$24,290</b>	<b>\$900,000</b>

### Timeline, Workflow, and Cost Breakdown (September 1, 2025 – August 31, 2031)

Restoration Projects (2025-2028)	Material	Labour	Contingency	Phase Total
Phase 1 (Sep 2025 - Aug 2026) Structural rehabilitation. Repointing and reconstruction of the stone masonry foundation, brick masonry facade and chimney rehabilitation. Includes repairs to the front west corner of the building, including belfry support through the entrance hall and washroom ceiling.	\$110,000	\$65,000	\$22,750	\$197,750
Phase 2 (Sep 2026 - Aug 2027) Window rehabilitation and/or replacement. Stabilizing the precarious window condition due to significant decay and deterioration with the passage of time.	\$80,000	\$40,000	\$15,600	\$135,600
Phase 3 (Sep 2026 - Aug 2028) Entrance ramp & washroom. Entrance accessibility ramp remediation/reconstruction and completion of the second accessible washroom.	\$68,000	\$12,000	\$10,400	\$90,400
Phase 4 (Sep 2027 - Aug 2028) Exterior rehabilitation. Restoration of the soffit and fascia, exterior door, cupola (roofing, flashing, finishes), belfry and bell.	\$90,000	\$45,000	\$17,550	\$152,550
Phase 5 (Sep 2027 - Aug 2028) Interior restoration. Restore the interior heritage finishes in keeping with this historically significant property.	\$15,000	\$2,000	\$2,210	\$19,210
<b>Total</b>	<b>\$363,000</b>	<b>\$164,000</b>	<b>\$68,510</b>	<b>\$595,510</b>

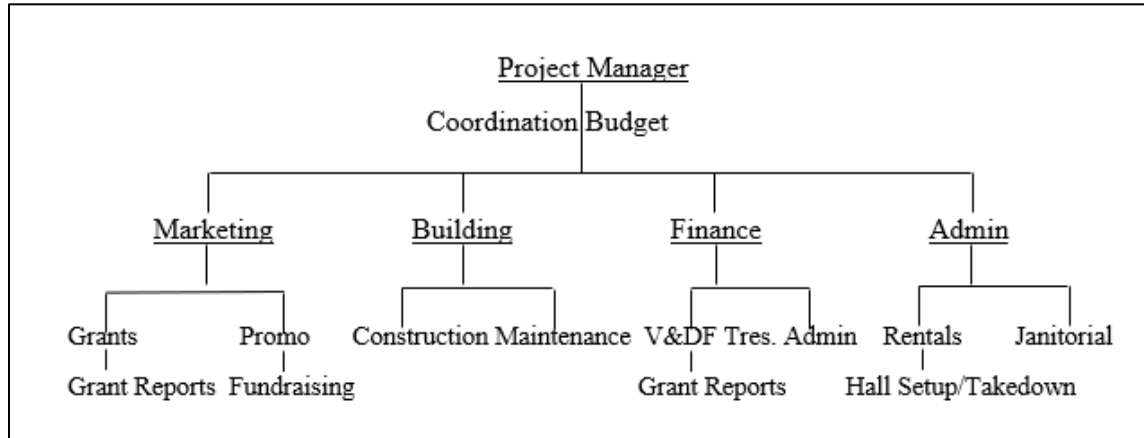
<b>Professional Services during project years (2025-2028)</b> for additional investigation, consultation, project coordination (2% inflation projected annually)	<b>\$74,585</b>
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<b>Projected Annual Operating Expenses (2025-2031)</b> (2% inflation projected annually)	
Hydro	\$2,200
Gas	\$1,500
Operating Supplies (janitorial, washroom material, kitchen cleaning supplies)	\$300
Property Tax (see charitable request for Norfolk County to waive this cost annually)	\$0
Insurance (Property and Liability)	\$11,000
Administration	\$2,000
General Operating, Maintenance, Repair	\$5,000
<b>2025 Annual Total</b>	<b>\$22,000</b>



As required, The Foundation will provide annual progress reports to Norfolk County during Years 1 -3, indicating the status of the ongoing restoration projects.

### Structural Outline



Our proposal also aligns with Norfolk County’s strategic priority to “foster and build partnerships with the community” and follows a precedent of congenial funding partnerships between Norfolk County and community organizations such as South Walsingham Hall, Waterford Old Town Hall, and Lynnwood Arts.

### Further Conditions of Purchase and Sale

The Vittoria Old Town Hall property consists of two parcels. Parcel 1 includes the Vittoria Old Town Hall building whereas Parcel 2 is parkland (i.e. Lamport Park). While a property survey has not yet been completed, Norfolk County staff have determined that the septic tank is likely to be partially on both parcels with the septic tile bed located entirely on Parcel 2. Norfolk County will provide a written septic easement agreement to allow The Foundation to access and maintain the septic tank and tile bed. Norfolk County represents and warrants that the sewage system will be in good working order on completion of this transaction and agrees to have the septic tank pumped out prior to the requisition date, providing written receipt of completion.

It is understood that Norfolk County Realty Services staff will assist in the preparation of an Agreement of Purchase and Sale for the property along with the preparation and registration of the easement agreement on title to the properties for the septic system and tile bed. Realty staff will work with external legal counsel to complete the sale and easement transactions accordingly.

The Foundation submits the following charitable requests to Norfolk County: for annual property tax on the Vittoria Old Town Hall property to be waived, and for the County to cover the buyer legal fees associated with the Purchase and Sale. The Foundation acknowledges Norfolk County will include a first right of refusal within the Agreement of Purchase and Sale to

ensure the County has the option to re-purchase the Hall at the same consideration as initially conveyed should The Foundation wish to sell the building in the future.

Norfolk County represents and warrants that the pump and all related equipment delivering and providing water to the Vittoria Old Town Hall property are in proper operating condition, will be in good working order on closing and are currently capable of delivering an adequate supply for the facility. Prior to the last date set for examining title, Norfolk County agrees to supply a current bacteriological analysis of drinking water from the local health authority having jurisdiction over the area, with a rating indicating that there is no significant evidence of bacterial contamination.

It is further understood and agreed that all existing flooring and fixed coverings, drapery tracks, curtain rods, all window coverings including draperies, ceiling fans and light fixtures, built-in appliances, heating – ventilation – air conditioning equipment, bathroom mirrors either mounted or hanging, wall mounted shelves and cabinets, fridges, and any items presently fastened by means of nails, screw-nails, or other similar fastening devices, plumbing, wiring, ducting and related accessories thereto now on the subject property are to be included in the purchase except any items listed as leased or rented or those specifically excluded in the Agreement of Purchase and Sale. Norfolk County represents and warrants that all chattels, fixtures and mechanical systems included in the Agreement of Purchase and Sale will be in good working order and free from all liens and encumbrances on completion of the sale.

#### **D. Vision Cost / Funding Requirements**

The Foundation proposes to purchase the Town Hall for \$1. To achieve our projected overall funding requirement of \$900,000, we propose a 1:1 matched funding arrangement, with The Foundation raising \$450,000 to match the overall investment of \$450,000 funding from Norfolk County:

- \$300,000 capital funding in 2025 utilizing the \$300,000 designated in Norfolk County's 2022 capital project budget for the Vittoria Old Town Hall
- A diminishing annual operating grant totalling \$150,000 over 5 years (\$50,000 in 2026, \$40,000 in 2027, \$30,000 in 2028, \$20,000 in 2029, and \$10,000 in 2030).

The proposal also outlines some further conditions of purchase and sale including a charitable request for Norfolk County to waive or otherwise reimburse the property tax for the Vittoria Old Town Hall, and to cover The Foundation legal fees for the purchase.

If the \$300,000 earmarked in 2022 for the Vittoria Old Town Hall capital project somehow cannot be utilized, we would urge Council to consider instead reinvesting proceeds from the imminent sale of 14 Oakes Boulevard, Vittoria (MLS® Number: X12031114, \$450,000), as per Resolution No. CIC-120 "Subject to any future disposition process of County-owned property,

that a portion of the proceeds be reinvested in park/public space areas of the neighbourhood that the parcel of land is located in.”

In the preparation of this proposal, a financial and operating review of six area community halls/facilities was undertaken by The Foundation to evaluate overall needs, challenges and expenses, summarized in Attachment D. With careful project management, the dedicated and enthusiastic Town Hall Committee has the motivation, knowledge, and experience needed to restore the Vittoria Old Town Hall as a viable community facility - ultimately preserving it for generations to come. Substantial savings can be found with The Foundation taking over ownership and managing the restoration/renovation projects. For example, the municipal tendering process will not apply which would result in savings of half a million dollars or more according to Norfolk County reports. Following the initial financial agreement, Norfolk County will also realize future operational budget savings and avoid future capital expenditures associated with the Vittoria Old Town Hall.

#### *External sources of funding*

The initial injection of \$300,000 in capital funds from Norfolk County in the first year of the proposal is critical, to fund the phase one projects, services and operating costs. Concurrently in the first year following acquisition, The Foundation will begin raising the matched funds to support future phases.

As a charitable organization, The Foundation has access to local, provincial, and federal grant opportunities. The Foundation will align the upcoming grant intake deadlines as soon as Norfolk County Council makes a decision regarding acquisition of the Vittoria Old Town Hall. **Upon acquisition of the Vittoria Old Town Hall, grant applications totaling \$275,000 to assist with capital projects will be written through the research and experience of The Foundation members:**

- Ontario Trillium Seed Grant. Maximum of \$100,000 to further develop organizational strategy for the delivery of programs and services. Intake in August.
- Ontario Trillium Foundation Capital Grant. Maximum of \$200,000. Intake in March. In the past, The Foundation has successfully applied to the Ontario Trillium Foundation which directly supported restoration components of the Vittoria Old Town Hall.
- Government of Canada Legacy Fund. Maximum of \$500,000. Grant has ongoing intakes based on the date of applicant project.
- Norfolk Community Foundation. Maximum of \$50,000. Grant has two intake periods throughout a calendar year, in May and October.
- Audrey S. Hellyer Charitable Foundation. Maximum of \$25,000. Grant has ongoing intake periods throughout a calendar year.
- Ontario Trillium Foundation Grow Grant. Maximum of \$600,000 over a 2-to-3-year schedule. Intake in November. The Foundation will be eligible to apply for this grant once programming has been established.

The Foundation will also leverage additional support and expertise through the National Trust for Canada, an independent national charity that empowers communities to save and renew

heritage places. They work with partners, donors and funders to see heritage places play their part as cornerstones of climate action and social cohesion, and spark important conversations about historic places to visit and discover in Canada. They empower local heritage groups and sites with invaluable coaching and expertise, inspire travellers to visit and discover beautiful historic places, and challenge the status quo to keep useful older and heritage buildings out of landfill.

**The Foundation will procure a further \$175,000 through community-raised funds and rental/event revenue.** This includes a vigorous corporate and community pledge drive (with over \$10K pledged since our community information meeting in December even prior to acquisition), requests for support from other service organizations, and fundraising initiatives such as branded swag, naming opportunities, and partnerships with the adjacent Historic Christ Church. As a contingency for grant funding shortfalls, community fund-raising strategies will be amplified. With the impressive track record of The Foundation through its annual dinner and auction among other initiatives, we feel confident the right people are around the table to reach our targets.

#### **E. Additional Information**

The Foundation's vision ensures local access to the historically significant Town Hall building. It eliminates imminent and future capital funding requirements for the County. Leaves minimal operating and maintenance for the parkland property and no County operations are otherwise required.

Both the Vittoria Old Town Hall and the nearby Vittoria and District Community Centre have successfully co-existed in the community for decades. The two facilities have complementary uses to serve the community. When in use, the Town Hall provided an intimate, right sized, accessible venue with kitchen facilities, a stage and seating capacity for 60 people. The Vittoria and District Community Centre is a larger accessible venue with variable seating capacities for 260 people in the main hall, 95 in the meeting room, and 65 in the lounge. The interior has painted cinder block walls. Our consultation with the community, tells us there continues to be an overwhelming interest in the unique, affordable, quaint space that the Vittoria Old Town Hall offers. The Town Hall is unmatched in its charm, offering an intimate right sized accessible venue. Cranberry Creek Gardens (Ames Distilling) saw a great deal of potential and made a compelling argument for such uses, which ultimately led to a leasing agreement with Norfolk County. That agreement was mutually terminated in 2023 as significantly more time and resources than originally planned were needed to make the hall safe, accessible, and up to code.

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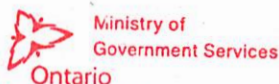
Attachment A: TVDFI Incorporation Papers

Attachment B: TVDFI Director Registry

Attachment C: TVDFI By-law

Attachment D: Review of Area Community Halls

1899602



Ministère des  
Services gouvernementaux

**LETTERS PATENT**

This application constitutes the charter  
of the corporation which is issued by  
these Letters Patent dated this

**LETTRES PATENTES**

La présente demande forme la charte de la  
société constituée en personne morale  
par lettres patentes daté le

**AUGUST 09 AOÛT, 2013**

Minister of  
Government Services

Le ministre des Services  
gouvernementaux

per/par

Director / Directrice

**APPROVED AS A CHARITY – PGT  
OEUVRE DE BIENFAISANCE APPROUVÉE – TCP**

Form 2  
Corporations  
Act

Formule 2  
Loi sur les  
personnes  
morales

**APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE CAPITAL  
REQUÊTE EN CONSTITUTION D'UNE PERSONNE MORALE SANS CAPITAL-ACTIONS**

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)

Dénomination sociale de la société : (Écrire en LETTRES MAJUSCULES SEULEMENT)

T	H	E		V	I	T	T	O	R	I	A		&		D	I	S	T	R	I	C	T		F	O	U	N	D	A
T	I	O	N		I	N	C	.																					

2. The address of the head office of the corporation is:

Adresse du siège social:

**c/o Roger Cruickshank, 32 Lamport Street**

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)

(Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

**Vittoria**

**Ontario** **N 0 E 1 W 0**

(Name of Municipality or Post Office)

(Postal Code)

(Nom de la municipalité ou du bureau de poste)

(Code postal)

3. The applicants who are to be the first directors of the corporation are:

Requérants appelés à devenir les premiers administrateurs de la personne morale :

First name, middle names and  
surname

Address for service, giving Street & No. or R.R. No., Municipality, Prov-  
ince, Country and Postal Code

Prénom, autres Prénoms et nom  
de famille

Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le  
nom de la municipalité, la province, le pays et le code postal

**Herbert Roger  
Cruickshank**

**32 Lamport Street  
Vittoria, Ontario, CANADA N0E 1W0**

**James Gary Arthur Cooper**

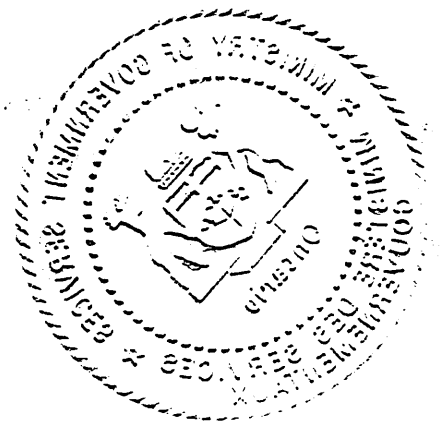
**1214 St. John's Rd. W., RR2  
Simcoe, Ontario, CANADA N3Y 4K1**

**Thomas James Michael  
Haskett**

**1394 Vittoria Rd., RR1  
Vittoria, Ontario, CANADA N0E 1W0**

Ontario  
 Government of Ontario  
 Ministry of Health  
 LETTERS PATENT  
 The following is a list of the names of the persons who have been granted Letters Patent by the Government of Ontario since the 1st day of January, 1900, to the 31st day of December, 1900.

AUGUST 10 1901  
 1901  
 Director of the Patent Office  
 Ottawa



4. The objects for which the corporation is incorporated are:  
Objets pour lesquels la personne morale est constituée:

- 1. To advance education by providing scholarships, bursaries, awards and other forms of financial assistance to students who are residents of Vittoria and district.**
- 2. To establish and operate community halls, parks and playgrounds in Vittoria and district to be used for workshops, programs, athletics, drama, art music, handicrafts, hobbies and recreation for the benefit of the general public.**
- 3. To receive and maintain a fund or funds and to apply all or part of the principal and income therefrom, from time to time, to charitable organizations that are also registered charities under the Income Tax Act (Canada).**
- 4. To establish programs and create projects that will foster cultural activities, and environmental and social opportunities to enhance the quality of life for seniors, youth and disabled persons of Vittoria and district.**
- 5. To undertake activities incidental and ancillary to the attainment of the above charitable objects.**



5. The special provisions are:  
Dispositions particulières:

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.

La personne morale doit exercer ses activités sans rechercher de gain pécuniaire pour ses membres, et tout bénéfice ou tout accroissement de l'actif de la personne morale doit être utilisé pour promouvoir ses objets.

1. The corporation shall be subject to the Charities Accounting Act, R.S.O. 1990, c. C-10.
2. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their positions as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.
3. The borrowing power of the corporation pursuant to any by-law passed and confirmed in accordance with s. 59 of the Corporations Act shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the corporation shall not be so limited if it borrows on the security of real or personal property.
4. If it is made to appear to the satisfaction of the Minister, upon report of the Public Guardian and Trustee, that the corporation has failed to comply with any of the provisions of the Charities Accounting Act, the Minister may authorize an inquiry for the purpose of determining whether or not there is sufficient cause for the Lieutenant Governor to make an order under s. 317(1) of the Corporations Act to cancel the letters patent of the corporation and declare them to be dissolved.
5. Upon the dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charities registered under the Income Tax Act (Canada), in Canada.
6. To invest the funds of the corporation pursuant to the Trustee Act.
7. For the above objects, and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the Corporations Act, or by any other statutes or laws from time to time applicable, except where such power is limited by these letters patent or the statute or common law relating to charities.
8. Power to Accumulate: To accumulate from time to time part of the fund or funds of the corporation and income therefrom subject to any statutes or laws from time to time applicable.
9. Power to Solicit Donations and Grants: To solicit and receive donations, bequests, legacies and grants, and to enter into agreements, contracts and undertakings thereto.
10. Power to Receive Personal Property: To acquire by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same, or any part thereof, as may be considered advisable.
11. Power to Hold and Dispose of Real Property: To acquire by purchase, lease, devise, gift or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the corporation or for carrying on its charitable undertaking, and, when no longer so necessary, to sell, dispose of and convey the same or any part thereof.

continued

**12. To employ and pay such assistants, clerks, agents, representatives and employees, and to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses, as may be necessary, provided that the corporation shall not pay any remuneration to a Director in any capacity whatsoever; and provided that all the foregoing is subject to sections 23 and 61 of the Trustee Act and any order of the court.**

**13. Power to Cooperate with any Other Organizations: To cooperate, liaise, and contract with other organizations, institutions or agencies which carry on similar objects to that of the corporation.**

**14. Power to Participate in the Reorganization of a Company: To take up proportions of any increased capital of a company or corporations in which the corporation may at any time hold shares or obligations; to purchase any additional shares or obligations in such company or corporation; to join in any plan for reconstruction or reorganization or for the sale of assets of any company or corporation, or part thereof; to enter into any pooling or other agreement in connection with the shares or obligations of a company or corporation held by the corporation; and to give consent to the creation of any mortgage, lien or indebtedness of any company or corporation whose shares or obligations are held by the corporation.**

**15. Power to Sue and Compromise Claims: To demand and compel payment of all sums of money and claims to any real or personal property in which the corporation may have an interest and to compromise any such claims, and generally to sue and be sued in its corporate name.**

**16. Power to Issue Cheques: To draw, make, accept, endorse, execute and issue cheques and other negotiable or transferable instruments.**

**17. Power to Pay Costs of Incorporation: To pay all costs and expenses of, or incidental to, incorporation.**

**18. Restrictions on Powers: Provided that it shall not be lawful for the corporation directly or indirectly to transact or undertake any business within the meaning of the Loan and Trust Corporations Act.**

6. The names and address for service of the applicants:  
Nom et prénoms et domicile élu des requérants :

First name, middle names and  
surname  
Prénom, autres Prénoms et nom  
de famille

Address for service, giving Street & No. or R.R. No., Municipality, Province,  
Country and Postal Code  
Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom  
de la municipalité, la province, le pays et le code postal

**Herbert Roger  
Cruikshank**

**32 Lamport Street  
Vittoria, Ontario N0E 1W0**

**James Gary Arthur Cooper**

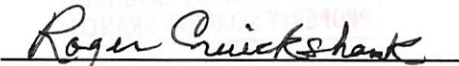
**1214 St. John's Rd. W., RR2  
Simcoe, Ontario N3Y 4K1**

**Thomas James Michael  
Haskett**

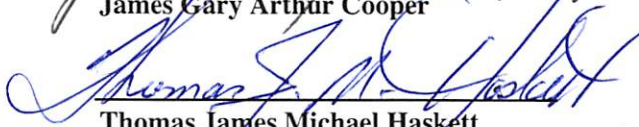
**1394 Vittoria Rd., RR1  
Vittoria, Ontario N0E 1W0**

This application is executed in duplicate.  
La présente requête est faite en double exemplaire.

Signatures of applicants  
Signature des requérants

  
**Herbert Roger Cruickshank**

  
**James Gary Arthur Cooper**

  
**Thomas James Michael Haskett**

**RECEIVED**  
MAILING SECTION #4  
AUG 09 2013  
COMPANIES AND PERSONAL  
PROPERTY SECURITY BRANCH

Attachment B: TVDFI Director Registry

The Vittoria District & Foundation Inc



Director Registry

2025

Joan Norman - President

James Christison - Vice-President

Melynda Norman-Lee - Secretary

Treasurer - Lindsay DiSabato

Sara Bertling

Barb Boyko

Helen Colombus

Mary Caughill

Lucas Crandall

Michele Crandall

George Davidson

Susan Davidson

Barb Galuppi

Tracy Haskett

Claire Laevens

Regina Lambert

Ernie Racz

Nancy Racz

Sandra Steven

Rosemary Stickl

**VITTORIA & DISTRICT FOUNDATION INC. (“Corporation”)****BY-LAW NUMBER 1**

A By-law relating generally to the conduct of the affairs of the Corporation.

**INTERPRETATION**

1. *Interpretation.* In this By-law and all other by-laws of the Corporation, unless context otherwise specifies or requires:
  - (a) “Act” means the Corporation Act, R.S.O. 1990, c. C.38 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
  - (b) “Regulations” means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and in the case of such substitutions, any references in the by-laws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new Regulations;
  - (c) “by-law” means any by-law of the Corporation from time to time in force and effect;
  - (d) All terms which are contained in the by-laws of the Corporation and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations; and
  - (e) Words importing the singular number only shall include the plural and vice versa and words importing a specific gender shall include the other genders and the words “person” shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons; and
  - (f) The headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
2. *Head Office.* The head office of the Corporation shall be in the former village of Vittoria in the County of Norfolk, in the Province of Ontario (subject to change by special resolution) and at such place within the municipality in Ontario where the head office is from time to time situate as the directors of the Corporation may from time to time by resolution fix.

3. *Seal.* The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

## **DIRECTORS**

4. *Duties and Number.* The affairs of the Corporation shall be managed by the board of directors who may be known and referred to as directors, trustees or governors and who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-law or any special resolution of the Corporation or by statute expressly directed or required to be done in some other manner. The board of the directors shall consist of the number of directors set out in the letters patent or such number of directors as may be determined from time to time by special resolution.
5. *Qualifications.* Every director shall be eighteen (18) or more years of age and subject to section 286 of the Act, shall be a member of the Corporation or shall become a member of the Corporation within ten (10) days after his election or appointment as a director.
6. *Term of Office,* vacancies and election of directors in the rotation. Subject to the provisions, if any, of the letters patent and any supplementary letters patent of the Corporation and of the by-laws, the directors of the Corporation shall be elected and shall retire in rotation and that at the first meeting of the members for the election of directors, six (6) directors shall be elected to hold office until the third annual meeting of members after such date, six (6) to hold office until the second annual meeting and six (6) to hold office until the next annual meeting after such date, and thereafter, each director so elected shall hold office until the third annual meeting after his or her election.

So long as there is a quorum of directors in office, any vacancy occurring in the board of directors may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so; otherwise, such vacancy shall be filled at the next annual meeting 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, and, in default or if there are no directors then in office, then a meeting may be called by any member. If the number of directors is increased between terms, a vacancy or vacancies, to the number of authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

7. *Vacation of Office.* The office of a director shall be vacated:
  - (a) if he does not within ten (10) days after his election or appointment as director become a member, or if he ceases to be a member of the Corporation; or
  - (b) if he becomes bankrupt or suspends payment of his/her debts generally or compounds with his creditors or makes an authorized assignment or is declared insolvent; or
  - (c) if he is found to be a mentally incompetent person or becomes of unsound mind; or

- (d) If by notice in writing to the Corporation he resigns his office which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later; or
  - (e) If he dies; or
  - (f) If he is removed from office by the members in accordance with paragraph 9.
- 8. *Election.* The Directors shall be elected by the members in a general meeting by a majority of the members on a show of hands. Subject to the provisions of this by-law, Directors shall be eligible for re-election.
- 9. *Removal and Replacement.* The members of the Corporation may, by resolution passed by at least two-thirds (2/3rds) 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.
- 10. *Executive Committee.* Subject to section 70 of the Act and in the event that the number of directors on the board of directors is greater than six (6), the directors may elect from among their number an executive committee consisting of not fewer than three (3) directors and, subject to the by-laws and resolutions of the board of directors, may delegate to such executive committee any of the powers of the board of directors. Subject to the by-laws and resolutions of the board of directors, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit, provided, however, that if the executive committee is authorized to fix its quorum, such quorum shall not be less than a majority of its members. This paragraph and the other provision of this by-law referring to the executive committee shall not be effective unless and until this by-law has been confirmed by at least two-thirds (2/3rds) of the votes cast at a general meeting of the members duly called for that purpose.

## **MEETINGS OF DIRECTORS**

- 11. *Place of meeting.* Meetings of the board of directors and of the executive committee (if any) may be held either at the head office or at any place within or outside Ontario.
- 12. *Notice.* A meeting of the board of directors may be convened by the chairman of the board (if any and if so authorized by special resolution of the Corporation), the President, a Vice-President who is a director or any two directors at any time and the Secretary, when directed or authorized by any such officers or any two directors, shall convene a meeting of the directors.
- 13. *Omission of Notice.* The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at such meeting.



14. *Adjournment.* Any meeting of directors may be adjourned from time to time by the chairman of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required if it is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
15. *Regular meeting.* The board of directors may appoint a day or days in any month or months for regular meetings of the board of directors at a place or hour to be named by the board of directors and a copy of any resolution of the board of directors fixing the place or time of regular meetings of the board of directors shall be sent to each director forthwith after being passed, but no further notice shall be required for any such regular meetings.
16. *Quorum.* The number of directors which shall form a quorum for the transaction of business shall be that which is set out in the letters patent, supplementary letters patent or a special resolution of the Corporation and, in the event of no such provision, a quorum for the transaction of business shall be the presence in person of at least two-fifths (2/5ths) of the Directors. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.
17. *Voting.* Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting in addition to his original vote shall have a second or casting vote.
18. *Committees.* The Board of Directors may from time to time constitute such committees as it deems necessary to assist the directors in carrying on the affairs of the Corporation and shall prescribe the duties of any such committees.

## **REMUNERATION OF DIRECTORS**

19. *Remuneration of directors.* The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be reimbursed for reasonable expenses incurred by him in the performance of his duties.
20. *Submission of contracts or transactions to members for approval.* The board of directors in its discretion may submit any contract, act or transaction for approval or ratification at any annual meeting of the members or at any general meeting of the members called for

the purpose of considering the same and, subject to the provisions of section 71 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Corporation's letters patent or supplementary letters patent or any other by-law) shall be as valid and as binding upon the Corporation and upon all the members of though it had been approved, ratified or confirmed by every member of the Corporation.

21. *Conflict of interest.* In supplement of and not by way of limitation upon any rights conferred upon directors by section 71 of the Act, it is declared that no directors shall be disqualified by his office from, or vacate his office by reason of, holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a share holder or by reason of being otherwise in anyway directly or indirectly interested or contracting with the Corporation either as a vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which he is in any way directly or indirectly interested either as vendor, purchaser or otherwise nor shall any director be liable to account to the Corporation or any of its members or creditors for any profit arising from any such office or place of profit; and, subject to the provisions of section 71 of the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be avoided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship. A director who is in any way directly or indirectly interested in a proposed contract with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such director shall vote on any resolution to approve such contract.

## OFFICERS

22. *Appointment.* The board of directors shall annually or as often as may be required elect a President and if authorized by special resolution of the Corporation, chairman of the board from among themselves and shall appoint a Secretary and if deemed advisable may appoint annually or as often as may be required one or more Vice-presidents, a Treasurer and one or more Assistant Secretaries and /or one or more Assistant Treasurers. Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of (i) his resignation, (ii) the appointment of his successor, (iii) his ceasing to be a director or member of the Corporation if such is a necessary qualification of his appointment, and (iv) The meeting at which the directors annually appoint the officers of the Corporation. A director may be appointed to any office of the Corporation but, subject to section 291 of the Act, none of the said officers except the Chairman of the board and the President need be a director or member of the Corporation. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of secretary and Treasurer he may but not be known as the Secretary-Treasurer. The board of directors may from time to time appoint such other

officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.

23. *Remuneration and removal of officers.* The remuneration of all officers elected or appointed by the board of directors shall be determined from time to time by resolution of the board of directors. The fact that any officer or employee is a director or member of the Corporation shall not disqualify him from receiving such remuneration as an officer or employee as may be determined. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board of directors at any time with or without cause.
24. *Powers and Duties.* All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the board of directors; subject, however, to any special resolution of the Corporation.
25. *Duties of Officers may be delegated.* In case of the absence or inability to act of any officer of the Corporation or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.
26. *President.* The President shall be the chief executive officer of the Corporation and deemed the chairperson of the Board unless otherwise determined by special resolution of the Corporation or resolution of the board of directors. He shall, subject to any special resolution of the Corporation, when present, preside at all meetings of the board of directors, the executive committee, if any, and members of the Corporation.
27. *Vice- President.* The Vice-president or, if more than one, the Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties the President in the absence or inability or refusal to act of the President; provided, however, that a Vice-President who is not a director shall not preside as chairman at any meeting of the board of directors or the executive committee, if any, and that the Vice-President who is not a director and member shall not, subject to this by-law, preside at any meeting of members.
28. *Secretary.* The Secretary shall give or cause to be given notices for all meetings of the board of directors or the executive committee, if any, and members when directed to do so and have charge of the minute books of the Corporation and of the documents and registers referred to in section 300 of the Act.
29. *Treasurer.* Subject to the provisions of any resolution of the board of directors, the Treasurer shall have the care and custody of all the funds and securities of the

Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depositary or depositaries as the board of directors may direct. He shall keep or cause to be kept the books of the account and accounting records referred to in section 302 of the Act. He may be required to give such bond faithful performance of his duties as the board of directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

30. *Assistant Secretary and Assistant Treasurer.* The Assistant Secretary or, if more than one, the Assistant Secretaries in order of seniority, and the Assistant Treasurer or, if more than one, the Assistant Treasurers in order of seniority, shall respectively perform all the duties of the Secretary and the Treasurer, respectively, in the absence or inability or refusal to act of the Secretary or the Treasurer, as the case may be.

31. *Vacancies.* If the office of any officer of the Corporation shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors shall in the case of the President and the Chairman of the Board, if any, elect a person to fill such vacancy and in the case of the Secretary appoint a person to fill such vacancy, and may, in the case of any other office, appoint a person to fill such vacancy.

## **INDEMNITIES TO DIRECTORS AND OFFICERS**

32. *Indemnities to directors and officers.* Every director or officer of the Corporation, heirs, executors and administrators and estate and effects, respectively may, with the consent of the Corporation, given at any meeting of the members, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against-

- (a) All costs, charges and expenses whatsoever that he sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office; and
- (b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his own willful neglect or default.

The Corporation shall also indemnify any director or officer in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law to the extent permitted by the Act or law.

33. *For the protection of the directors and officers.* Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or 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 by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own willful neglect or default. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the board of directors. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer of the Corporation, the fact of his being a director or officer of the Corporation shall not disentitle such director or officer or such person, as the case may be, from receiving proper remuneration for such services.

## **MEMBERS**

34. *Entitlement.* The members of the Corporation shall be the applicants for the incorporation of the Corporation and those persons as may from time to time be admitted to membership by the Secretary in accordance with the rules for membership in the Corporation which have been approved by resolution of the directors and those persons as may from time to time be admitted to membership in the Corporation by resolution of the board of directors or by resolution of the members.
35. *Classes of Membership.* The Corporation shall have the following classes of membership and each membership shall have the corresponding rights set out below:
- a. Individual Members, and
  - b. Institutional Members.
36. *Individual Members.* Individual members shall be those individuals and sole proprietorships who have filed an application for such membership with the Corporation and who have been appointed as individual members by the Board.
37. *Institutional Members.* Institutional members shall be those companies, corporations, partnerships, and unincorporated associations who have filed an application for such membership with the Corporation and who have been appointed as an institutional member by the Board.

38. *Resignation.* Members may resign by resignation in writing which shall be effective from 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 Corporation prior to acceptance by the Corporation.
39. *Termination of Membership.* The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon death or dissolution or when his period of membership expires (if any) or when he ceases to be a member by resignation or otherwise in accordance with the by-laws; provided always that the members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, terminate the membership of any member of the Corporation.

### **MEMBERSHIP DUES AND MEETINGS**

40. Dues shall be set by a majority vote of the board of directors. The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but such defaulting members may on payment of all unpaid dues or fees be reinstated by majority vote of the board of directors.
41. *Annual Meeting.* Subject to compliance with section 293 of the Act, the annual meeting of the members shall be held at any place within Ontario on such day in each year and at such time as the directors may by resolution determine or, in the absence of such determination, at the place where the head office of the Corporation is located.
42. *General meetings.* Other meetings of the members may be convened by order of the Chairman of the Board (if any and if so authorized by special resolution of the Corporation), the President or a Vice-President who is a director and member or by the board of directors at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located.
43. *Notice.* A printed, written or typewritten notice stating the day, hour and place of the meeting and the general nature of the business to be transacted shall be given by serving such notice on each member entitled to notice of such meeting and to the auditor of the Corporation in the manner specified in paragraph 49 of this by-law not less than ten (10) days (exclusive of the day of mailing and for the day of which notice is given) before the date of the meeting; provided, however, that if the objects of the Corporation are exclusively for charitable purposes, it is sufficient notice of any meeting of members if notice is given at least once a week for two (2) consecutive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipalities in which the majority of the members reside as shown by their addresses on the books of the Corporation.

44. *Waiver of Notice.* A member and any other person entitled to attend a meeting of members may in any manner waive notice of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is lawfully called.
45. *Omission of notice.* The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Corporation shall not invalidate any resolution passed or any Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.
46. *Votes.* Every question submitted to any meeting of members shall be decided in the first instance by a show of hands and in the case of an equality of votes the chairman of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which he may be otherwise entitled.

No member shall be entitled either in person or by proxy to vote at meetings of members of the Corporation unless he has paid all dues or fees, if any, then payable by him.

At any meeting unless a poll is demanded a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by a show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairman or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after the adjournment as the chairman of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

47. *Chairman of the Meeting.* In the event that the President by special resolution of the Corporation entitled or required to act as chairman of the meeting and is absent and there is no Vice-President present who is a director and a member, the persons who are present and entitled to the vote shall choose another director as chairman of the meeting and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chairman.
48. *Voting.* Votes at meetings of the members may be given either personally, in the case of a member who is a body corporate or association, by an individual authorized by a resolution of the board of the directors or governing body of the body corporate or association to represent it at meetings of the members of the Corporation. At every meeting at which he is entitled to vote, every member shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the letters patent or

supplementary letters patent of the Corporation, every member who is entitled to vote at a meeting and is present in person or represented by an individual so authorized shall have one vote shall have one vote for each member who is entitled to vote at the meeting.

49. *Adjournment.* The chairman of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
50. *Quorum.* A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Act or by the Corporation's letters patent or by any supplementary letters patent or any other by-law) shall be persons present being not less than two/fifths of the members (2/5ths). No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of the members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 43 with regard to the notice shall apply to such adjournment.

## NOTICE

51. *Service.* Any notice or other document required by the Act, the regulations, the letters patent, supplementary letters patent (if any) or the by-laws to be sent to any member or director or to the auditor shall be delivered personally or sent by prepaid mail or by telegram or cable or telex to any such member or director at his latest address as shown in the records of the Corporation and to the auditor at his business address, or if no address be given therein then to the last address of such member or director known to the secretary provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.
52. *Signature to notices.* The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
53. *Computation of time.* Where a given number of days' notice or notice extending over a period is required to be given under the by-laws, letters patent or supplementary letters patent of the Corporation the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such manner of days or other period.
54. *Proof of service.* With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 49 of this by-law and put into a post office or letter box. A certificate of an officer of the Corporation in office at the time of



the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

### **CHEQUES, DRAFTS, NOTES, ETC.**

55. *Cheques, drafts, notes, etc.* All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation and in such manner as the board of the directors may from time to time designate by resolution.
56. *Custody of securities.* All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by the resolution of the board of directors, with such other depositaries or in such other manner as may be determined from time to time by the board of directors.

All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

### **EXECUTION OF INSTRUMENTS**

57. *Execution of instruments.* Subject to any special resolution of the Corporation, contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by
- a) any one of the President or a Vice-President together with any one of the Secretary or the Treasurer; or
  - b) any one of the aforementioned officers together with any one director;
- And all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents, and instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- The seal of the Corporation may when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the board of directors.

The term “contracts, documents or instruments in writing” as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

In particular, without limiting the generality of the foregoing

- c) any one of the President or a Vice-President together with any one of the Secretary or the Treasurer; or
- d) any one of the aforementioned officers together with any one director;

shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation to sign and execute (under the seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

### **AMENDMENTS**

- 58. By-laws of the Corporation may be enacted, and the by-laws of the Corporation repealed or amended, by a by-law enacted by a majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of a majority of the members at a meeting of members duly called for the purpose of considering such by-law;
- 59. a copy of any by-law to be sanctioned at an annual or general meeting of the members (including a by-law which amends or repeals an existing by-law) shall be sent to every member of the Corporation with the notice of such meeting.

### **FINANCIAL YEAR**

- 60. *Financial year.* The financial year of the Corporation shall terminate on the 31<sup>st</sup> day of December in each year or on such other date as the directors may from time to time by resolution determine.

ENACTED this.....day of....., 20....

WITNESS the seal of the Corporation.

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President

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Secretary

Attachment D:

**Review of Area Community Halls/Facilities**

<b>Organization</b>	<b>Structure</b>	<b>Funding</b>	<b>Finances (2023)</b>
South Walsingham Hall	Owned by Norfolk County – Leased by WI. Built 1863 with 60-80 person capacity	Norfolk County financial support, donations, special events	Expenses. \$16,545 Revenue. Unavailable
Waterford Old Town Hall	Operated by association with 7 member volunteer board and 3 part-time employees. Built in 1902. 180 person capacity	Federal/Provincial Grants, Norfolk County grant, events, bookstore proceeds, corporate donations	Expenses. \$226,523 Revenue. \$251,004
Lynnwood Arts	Norfolk County owned building operated by a volunteer board with paid employees	Federal/Provincial and Norfolk County grants, events	Expenses. \$116,000 Revenue. \$142,000 (\$96,000 of which is a Norfolk County Grant)
La Salette Rural Roots Community Hall	Charitable organization with 7 member volunteer board. Two buildings dating to 1913	Grants, event & rental revenue, donations	Expenses. \$51,994 Revenue. \$72,508
Marburg Hall	Community group with volunteer board. Building dates to 1860s with 50-60 person capacity	Fundraising events, suppers	Expenses. \$14,083 Revenue. \$15,457
Langford Conservancy	Not for profit land trust with 9 member volunteer board. The building dates to 1870s. 50-60 person capacity	Federal grants, corporate sponsors, events/programs	Expenses. \$39,895 Revenue. \$72,287