

WORKERS ARTS AND HERITAGE CENTRE INC. BY-LAWS

Amended November 2003, 2008, 2012, 2013, 2015

BY-LAW NUMBER 1

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

WORKERS ARTS AND HERITAGE CENTRE INC.

BE IT ENACTED as a by-law of WORKERS ARTS AND HERITAGE CENTRE INC.

(hereinafter called the "corporation") as follows:

1.00 INTERPRETATION

1.01 In this by-law and all other by-laws and resolutions of the corporation unless the context otherwise requires:

.01 the singular includes the plural;

.02 the convention "s/he" will be used;

.03 "board" means the board of directors of the corporation;

.04 "corporation" means the WORKERS ARTS AND HERITAGE CENTRE INC.;

.05 "Corporations Act" means the Corporations Act (Ontario), and any statute amending or enacted in substitution therefore, from time to time;

.06 "documents", includes deeds, mortgages, hypothec, 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, bonds, debentures or other securities and all paper writings;

1.02 All terms defined in the Corporation Act have the same meanings in this by-law and all other by-laws and resolutions of the corporation.

2.00 CORPORATE SEAL

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

3.00 HEAD OFFICE

3.01 The head office of the Corporation shall be in the City of Hamilton, in the Regional Municipality of Hamilton-Wentworth, Province of Ontario.

4.00 CONDITIONS OF MEMBERSHIP

4.01 The membership shall consist of the applicants for incorporation of the corporation and such others who support the aims and objectives of the corporation and whose application for admission has received the approval of the board.

4.02 Any member may be removed by a vote of two-thirds (2/3) of the members at any annual or special general meeting of the corporation.

4.03 A member may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy with the secretary of the corporation.

4.04 The board shall set annual membership dues.

4.05 The board may terminate membership for non-payment of annual membership dues.

4.06 Membership in the corporation is not transferable.

5.00 BOARD OF DIRECTORS

5.01 The affairs of the corporation shall be managed by a board composed of twelve (12) ~~nineteen (19)~~ directors.

5.02 The Board will be composed in the following manner:

- ~~• Three (3) directors shall be appointed by the Ontario Federation of Labour~~
- ~~• One (1) director shall be appointed by the Canadian Labour Congress~~

~~15 Directors shall be elected from among the general membership.~~

WAHC will strike a nominating committee annually. The committee shall notify the membership of nominations and solicit expressions of interest.

The Committee will recommend candidates to fill any vacancies with an aim to ensure representation from the following stakeholder groups:

-Labour (including public sector, private sector and construction unions as well as non-unionized workers)

-Arts (including all disciplines)

-History

-Community

The ~~board~~ Committee will make every effort to represent the communities it serves and to include women and non-dominant social identities.

The Committee will provide the membership, along with the notice of the Annual General Meeting, with a list of all nominated candidates and the recommendations of the committee.

5.03 .01 All directors will be members of the Workers Arts and Heritage Centre Inc. a minimum of 30 days prior to their appointment or election to the board.

.02 All nominations to the board must be seconded and must be submitted in writing 30 days prior to a board election. The nominator and seconder must be members of the corporation.

~~.03 Ballots will be mailed to voting members 30 days prior to a board election. Members not attending a board election meeting may mail in their ballots, which must be received by midnight on the day before the election.~~

5.04 ~~.01 The OFL and the CLC appointees to the Board shall be re-appointed every two years.~~

.02 Half the ~~remaining~~ directors of the board shall be elected each year, for a two-year term. ~~The six (6) directors receiving the most votes in 1997 will serve two years. The remaining six will serve one year. All directors will serve two years effective in 1998.~~

.03 There is no maximum number of terms a board member may serve.

5.05 The office of director shall automatically be vacated:

.01 If a director shall resign their office by delivering written resignation to the secretary of the corporation;

.02 If she/he becomes bankrupt or suspends payment or compounds with her/his creditors;

.03 If at a special general meeting of members a resolution is passed by two-thirds (2/3) of the members present at the meeting that she/he be removed from office;

.04 If s/he ceases to be eligible for membership in the Corporation or ceases to be eligible as a Director;

.05 If s/he misses three consecutive meetings without prior approval for a leave of absence from the board

.06 On death;

5.06 Any director, anticipating an extended absence from meetings, must submit a written request to the board for a leave of absence. The board may grant leaves, normally only until the next annual general meeting.

5.07 A vacancy on the board may be filled between elections from among the qualified members of the corporation, providing a quorum on the board remains. If no quorum of the board exists, the remaining directors shall forthwith call a general meeting of members to fill the vacancies of directors on the board.

5.08 A quorum for the transaction of business at meeting of the Board shall not be less than ~~six (6)~~ four (4) directors.

5.09 Regular meetings shall be held not less than every three months. A board meeting will be held within thirty (30) days of a general membership meeting. In between meetings matters of an urgent nature may be put the Board for a vote over e-mail.

5.10 The board may appoint one or more days in each year for regular meetings of the board at a place and time named; no further notice of the regular meetings need be given. The board shall hold a meeting within thirty (30) days following the annual meeting of the corporation for the purpose of electing officers.

5.11 Except as otherwise provided in this by-law, questions arising at any meeting of the board shall be decided by a majority vote. In the case of an equality of votes, the chairperson of the meeting, in addition to her/his original vote, has a second or casting vote. At all meetings of the board, every question shall be decided by a show of hands unless a poll on the question is required by the chairperson or requested by any director. A declaration by the chairperson that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes records in favour of or against the resolution.

5.12 The directors of the corporation shall serve without remuneration.

5.13 .01 Every director and officer of the corporation and her/his heirs, executors and administrators, and estate, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of funds of the corporation, from and against: all costs, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against her/him for or in respect or any act, deed, matter or thing whatsoever made,

done or permitted by her/him in or about the execution of the duties of her/his office;
and

.02 all other costs, charges and expenses which s/he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by her/his own wilful neglect or default.

5.14 No directors or officers of the corporation shall be liable for the acts, neglects or defaults or any other director or officer or employee 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 of any security in or upon which any of the money 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, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of her/his respective office or trust or in relation thereto unless the same shall happen by or through her/his own wrongful and wilful act or through her/his own wrongful and willful neglect or default.

5.15 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.

5.16 Such others as the board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a director, to notice of, and personally or by her/his delegate to attend and to speak at, meetings of board, but shall not be entitled to vote thereat.

5.17 The directors of the corporation may administer affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and thing as the corporation is by its charter or otherwise authorized to exercise and do.

5.18 The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to any officer or officers of the corporation the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the corporation. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of The WORKERS ARTS AND HERITAGE CENTRE INC. in accordance with such terms as the board may prescribe.

5.19 The board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments and donations or any kind whatsoever for the purpose of furthering the objects of the corporation.

5.20 Every three years the board shall implement a strategic plan, in consultation with members, staff, and stakeholders.

6.00 OFFICERS

6.01 The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer. One person may hold no more than two offices, with the exception of the positions of president and vice-president that must be held by two separate directors. All officers will be directors of the corporation. The president and vice president shall act as co-chairs of the board.

6.02 The board shall elect, at its first meeting following a board election (to be held within 30 days of the board election), the officers of the corporation.

6.03 The term of president, vice-president, secretary and treasurer will be for one year. These officers will be eligible for re-election for two further consecutive terms.

6.04 The president shall, when present, preside at all meetings of the board and members. The president shall supervise the affairs and operations of the corporation, sign all documents requiring her/his signature and have the other powers and duties from time to time prescribed by the board or incident to her/his office.

6.05 During the absence or inability to act of the president, or by mutual consent between the co-chairpersons, her/his duties and powers may be exercised by the vice-president.

6.06 The secretary shall be ex officio clerk of the board and s/he or his/her delegate shall attend all meetings of the board to record all facts and minutes of those proceedings in the books kept for that purpose. S/he shall give all notices required, to be given to members and to directors. S/he shall be the custodian of the corporate seal of the corporation and of all books, papers, records, correspondence and documents belonging to the corporation and shall perform the other duties from time to time prescribed by the board or incident to her/his office.

6.07 The treasurer shall ensure that full and accurate accounts of all receipts and disbursements of the corporation are kept in proper books of account and that moneys or other valuable effects in the name and to the credit of the corporation are deposited in the bank or banks from time to time designated by the board. S/he shall ensure the disbursement

of the funds of the corporation under the direction of the board, taking proper vouchers thereof and shall render to the board, whenever required of her/him, an account of all her/his transactions as treasurer and of the financial position of the corporation. S/he shall co-operate with the auditors of the corporation during any audit of the accounts of the corporation and perform the other duties from time to time prescribed by the board or incident to her/his office.

6.08 The board may appoint other officers, including without limitation, honorary officers, and agents (and other officers with such titles as the board may prescribe from time to time) as it considers necessary and all officers shall be the authority and perform the duties from time to time prescribed by the board.

6.09 The board may also remove at its pleasure any officer or agent of the corporation. The duties of all officers other than the co-chairpersons, secretary and treasurer of the corporation appointed by the board shall be such as the terms of their engagement call for or the board prescribes.

7.00 NATIONAL ADVISORY COUNCIL

7.01 The National Advisory Council shall provide advice, context and networks for fundraising and the activities, campaigns and programs on the national landscape as they relate to labour, labour history and social justice to the WORKERS ARTS AND HERITAGE CENTRE INC. In addition the Council shall build connections with similarly focused organizations across the country and assist in expanding our networks.

7.02.01 The National Advisory Council shall be composed of twelve (12) members.

.02 Membership of the Council will aim for representation across stakeholder groups (labour, arts, history and community), regions and equity-seeking groups.

.03 Candidates for the Council will be sought through an expression of interest and through recommendations from stakeholder groups.

.04 The first Council will be appointed by the Board of Directors.

.05 Subsequent Councils will make recommendations on membership to the Board of Directors who will appoint members of the Council at the first Board Meeting following the Annual General Meeting

.06 Members of Council will serve a three (3) year term.

7.03 The President of the Board of Directors, or designate, shall sit on the National Advisory Council.

7.04.01 The National Advisory Council shall meet a minimum of three (3) times per year

.02 Meetings of the National Advisory Council will not take place in person.

7.00 COMMITTEES OF THE BOARD

7.01 The board will establish an Executive Committee. The Executive Committee will include the president, vice-president, treasurer and secretary. Chairs of the standing committees of the board may choose to be on the Executive Committee, otherwise the Executive Director will be the main liaison to the Executive Committee.

7.02 The board may establish such ad hoc committees as it deems necessary to manage the affairs of the corporation.

7.03 The chairpersons of standing committees of the board will be appointed by the board from among the directors. Members of standing committees shall be drawn from the membership of the corporation.

7.04 Ad hoc committees may be struck and shall be composed of members of the corporation.

8.00 EXECUTION OF DOCUMENTS

8.01 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the board.

8.02 Documents requiring execution by the corporation may be signed by any two (2) of: the co-chairpersons, the secretary, the treasurer or any other director, or the executive director. All documents so signed are binding upon the corporation without any further authorization or formality. The board may from time to time appoint any officer or officers or any person or persons on behalf of the corporation, either to sign documents generally or to sign specific documents.

The corporate seal of the corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

8.03 The board shall ensure that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute are regularly and properly kept.

9.00 BANKING ARRANGEMENTS

9.01 The Executive shall designate, by resolution, the officers and other persons authorized to transact the banking business of the corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the board has designated as the corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

.01 operates the corporation's accounts with the banker;

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.02 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;

.03 issue receipts for and orders relating to any property of the corporation

.04 execute any agreement relating to any banking business and defining the rights and powers of the parties hereto; and

.05 authorize any officer of the banker to do any act or thing on the corporation's behalf to facilitate the banking business.

9.02 The securities of the corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Executive and approved by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order to the corporation signed by such officer or officers, agents of the corporation, and in such manner, as shall from time to time be determined by resolution of the board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the board shall be fully protected in acting in accordance with the directions of the board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

10.00 MEETING OF MEMBERS

10.01 The annual or any other general meeting of the members shall be held at the head office of the corporation or at any place as the board may determine and on such day as the said directors shall appoint.

10.02 The annual meeting of the members shall be held each year within Canada, at a time, place and date determined by the board, for the purpose of:

.01 hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the corporation at an annual meeting including the audited financial reports prepared by the auditor of the corporation;

.02 electing such directors as are to be elected at such annual meeting;

.03 Appointing the auditor and fixing or authorizing the board to fix her/his remuneration; and

.04 The transaction of any other business properly brought before the meeting.

10.03 Thirty (30) days' prior written notice shall be given to each member of any annual or special general meeting of members. Ten (10) members present in person at a meeting shall

constitute a quorum. Each member present at a meeting shall have the right to exercise one vote. Where the meeting is called to conduct business other than that provided in Section 10.02, .01, .02, or .03, the notice of meeting shall provide sufficient information and detail of the matters under consideration to permit the members to make a reasoned judgment about such matter.

10.04 For the purpose of sending notice to any member, director or officer for any meeting otherwise, the address of the member, director, or officer shall be her/his last address recorded on the books of the corporation. E-mail addresses shall be considered a legal address for such purposes.

10.05 Unless otherwise required by the provisions of the Corporations Act or of the by-laws of the corporation, all questions proposed for consideration at a meeting of members shall be determined by a majority vote. In the case of any equality of votes, the chairperson presiding at the meeting has a second or casting vote.

10.06 At all meetings of members every question shall be decided by a show of hands unless otherwise required by a by-law of the corporation or unless a poll is required by the chairperson or requested by any member entitled to vote. Upon a show of hands, every member entitled to vote present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the chairperson that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

10.07 In the absence of the co-chairpersons of the board, the members entitled to vote present at any meeting of members shall choose another director to chair the meeting and if no director is present or if all the directors present decline to act as chairperson, the members present shall choose one of their number to be chairperson.

10.08 If at any meeting a poll is requested on the election of a chairperson or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the chairperson directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

10.09 Any meeting may be adjourned to a future time, and business that might have been transacted at the original meeting will be dealt with at the following meeting of that body.

10.10 Twenty-five (25%) of the members of the corporation may requisition the directors to call a general meeting of the members for any purpose that is connected with the affairs of the corporation and that is not inconsistent with the Corporations Acts. The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by

the requisitionists and deposited at the head office of the corporation and may consist of several documents in like form, each signed by one or more requisitionist. Upon deposit of the requisition the directors shall forthwith call a general meeting of the members for the transaction of the business stated in the requisition. If the directors do not within thirty (30) days from the date of the deposit of the requisition call and hold a meeting, any of the requisitionists may call the meeting which shall be held within sixty (60) days from the date of the deposit of the requisition. A meeting called under this section shall be called as nearly as possible in the same manner as meetings of members are called.

11.00 FINANCIAL YEAR

11.01 The financial year of the corporation shall terminate on the 31st day of December each year or on such other date as the board may from time to time by resolution determine.

12.00 NOTICE

12.01 When computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving notice is, unless otherwise provided, included.

12.02 The accidental omission to give notice of any meeting of the board or members or the non-receipt of any notice by any director or member or by the auditor of the corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director, member or the auditor of the corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

13.00 BY-LAWS AND AMENDMENTS, ETC.

13.01 By-laws of the corporation not embodied in the Letters Patent may be repealed or amended by by-law enacted by a majority of the directors at any meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law.

14.00 EFFECTIVE DATE

14.01 This by-law shall come into force without further formality upon its enactment.

Enacted as By-law Number 1 by the directors of the corporation at a meeting duly called and regularly held and at which a quorum was present on the 24th day of October, 2015.

Secretary

Chair

BE IT ENACTED as a by-law of
Workers Arts and Heritage Centre Inc.
2008

Herein after referred to as the "Corporation" as follows:

The directors of the corporation may from time to time;

- A) borrow money on the credit of the corporation;
- B) charge, mortgage, hypothecate or pledge and or any currently owned or subsequently acquired real or personal, movable or immovable property of the corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the corporation; and
- C) delegate the powers conferred on the directors under this by-law to such officer or officers of the corporation and to such extent and in such a manner as the directors shall determine

The powers hereby conferred shall be deemed to be in supplement to and not in substitution for any powers to borrow money for the purpose of the corporation possessed by its directors or officers independently of a borrowing by-law.

Passed the 8th day of November 2008.

WITNESS the corporate seal of the Corporation