1993

c Pr8 Kitchener-Waterloo Foundation Act, 1993

Ontario
CHAPTER Pr8

An Act respecting
The Kitchener and Waterloo Community Foundation

Assented to June 30, 1993

Preamble

The Kitchener and Waterloo Community Foundation has applied for special legislation to alter the composition and quorum of the nominating committee, the reappointment rules for directors and the method of filling vacancies on the Board and to permit the Foundation to locate its head office anywhere in The Regional Municipality of Waterloo. The applicant represents that it was incorporated by special Act.

It is appropriate to grant the application.

Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:

1. Section 3 of the Kitchener-Waterloo Foundation Act, 1984, being chapter Pr3, is repealed and the following substituted:

3. The head office of the Foundation shall be located anywhere in The Regional Municipality of Waterloo, as determined by by-law of the Board.

2. Sections 6 and 7 of the Act, as re-enacted by the Statutes of Ontario, 1988, chapter Pr55, section 1, are repealed and the following substituted:

6.—(1) The affairs of the Foundation shall be managed by the Board.

(2) The Board shall be composed of not less than nine members and not more than fifteen members as determined by by-law of the Board.

(3) The members of the Board shall be appointed by the nominating committee provided for in section 7.

(4) No decrease in the number of directors shall shorten the term of any director.

(5) The members shall be appointed so that, as nearly as may be, the term of one-third of the members of the Board expires each year.

(6) Members of the Board shall serve without remuneration but are entitled to reimbursement of reasonable expenses.

(7) Subject to subsection (5), the members of the Board shall be appointed for three years.

(8) Members of the Board are eligible for reappointment for such consecutive terms, not exceeding three, as determined by by-law of the Board, but may be reappointed after one year has elapsed from the time the member ceased to hold office.

(9) A vacancy arising in the membership of the Board for any reason, other than an increase in the number of directors or the expiration of a term of office, shall be filled for the rest of the term of office by appointment by the remaining members of the Board.

(10) A vacancy arising in the membership of the Board by reason of an increase in the number of directors or the expiration of a term of office shall be filled by appointment by the nominating committee.

7.—(1) The nominating committee shall consist of the persons holding the following offices:

1. The Mayor of the City of Kitchener.

2. The Mayor of the City of Waterloo.

3. The President of the Chamber of Commerce of Kitchener and Waterloo.

4. The President of the United Way of Kitchener-Waterloo Area.

5. The Chair of The Regional Municipality of Waterloo.

6. The President of the Waterloo Law Association.

(2) If a person holding an office referred to in subsection (1) is unable or unwilling to act as a member of the nominating committee, the remaining members of the nominating committee shall appoint another person in his or her place.

(3) If an office referred to in subsection (1) ceases to exist, the person who is a member of the nominating committee by virtue of that office ceases to be a member and the
remaining members of the nominating committee shall designate another office to replace it.

(4) The nominating committee shall meet annually or more often upon the call of the secretary of the Board, if any, or upon the call of the chair of the nominating committee, whenever it is necessary to fill a vacancy on the Board or on the nominating committee.

(5) The nominating committee may make rules governing its procedure, including the appointment of a chair, as it considers advisable.

(6) A quorum of the nominating committee for any meeting shall be a majority of its members present in person, and a majority vote of the members of the nominating committee present is required for the appointment of a member of the Board under subsection 6 (3) or (10), for the appointment of a member of the nominating committee under subsection (2) or for the designation of another office under subsection (3).

(7) If the nominating committee fails to appoint a person to fill a vacancy in the membership of the Board within ninety days after the vacancy occurs, the remaining members of the Board may fill the vacancy.

3. This Act comes into force on the day it receives Royal Assent.

4. The short title of this Act is the *Kitchener-Waterloo Foundation Act, 1993.*