

As part of Waterfront Toronto's annual review, By-Laws 1 and 2 (attached) were reviewed by the Governance Committee at its April 6, 2017 meeting.

A change has been made to By-Law No. 1, Section 10.1(1) Execution of Instruments, to reflect title changes:

- 1) the Chief Administrative Officer is now the Chief Strategy Officer
- 2) the Chief Operating Officer is now the Chief Project Officer

No changes have been made to By-Law No. 2.

BY-LAW NO. 1

being the General By-law of

Toronto Waterfront Revitalization Corporation

BY-LAW NO. 1

being the General By-law of

Toronto Waterfront Revitalization Corporation

(hereinafter referred to as the "Corporation")

SECTION 1 - INTERPRETATION

1.1 Definitions

In this By-law, unless the context otherwise specifies or requires:

- (1) *Act* means the *Toronto Waterfront Revitalization Corporation Act, 2002, S.O. 2002, c.28* as from time to time amended and every statute that may be substituted therefor and includes the regulations made under the Act as from time to time amended.
- (2) *"Board"* means the board of directors of the Corporation;
- (3) *"By-law"* means any By-law of the Corporation from time to time in force and effect; and
- (4) *"Chair"* means the chair of the board;

1.2 Interpretation

This By-law will be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (1) All terms which are contained in this By-law and which are defined in the Act made thereunder will have the meanings given to such terms in the Act; and
- (2) Words importing the singular number only will include the plural and *vice versa*; and the word "person" will include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons.

1.3 Repeal and Replacement of By-law

All previous By-laws relating to the general administration of the affairs of the Corporation are hereby repealed and replaced with this By-law.

1.4 Paramountcy

In the event of conflict between the provisions of this By-law and any mandatory provisions of the Act, those provisions of the Act will take precedence over, and will govern and apply in priority to, this By-law.

SECTION 2 - HEAD OFFICE

The head office of the Corporation will be in the City of Toronto in the Province of Ontario.

SECTION 3 - SEAL

The Corporation may use a corporate seal.

SECTION 4 - DIRECTORS

4.1 Duties and Composition

The affairs of the Corporation will be managed and supervised by the Board in accordance with the Act. The Board will be composed of members as set out in the Act.

4.2 Qualifications

In addition to the eligibility restrictions under the Act, every director must be eighteen (18) or more years of age. An undischarged bankrupt will be ineligible to be or become a director.

4.3 Administrative Powers

The Board will, subject to the Act, administer the affairs of the Corporation and may enter into any kind of lawful contract and exercise all powers that the Corporation has been authorized to exercise.

4.4 Remuneration

The Board will, from time to time, by resolution determine the annual remuneration of directors, meeting attendance remuneration for directors and committee meetings, and an expense reimbursement policy for expenses incurred by a director in the performance of directors' duties. The Board may fix any remuneration for committee members who are not also directors of the Corporation.

4.5 Elected Directors and their Terms

- (1) Directors will be appointed for terms determined in accordance with the Act. Subject to Section 4.5(2) and (3), a director will remain in office until the expiration of the director's term of office.
- (2) A director will automatically be removed from office if:
 - (a) the director becomes bankrupt, suspends payment of debts generally, makes an authorized assignment in bankruptcy or is declared insolvent; or
 - (b) the director is found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property or is found to be incapable by a court in Canada or elsewhere.

- (3) A director may, by notice in writing to the Corporation, resign his or her office, which resignation will be effective at the later of the time it is received by the Corporate Secretary of the Corporation and the time specified in the notice.

4.6 Filling Vacancies

A vacancy occurring in the Board, whether by automatic removal, resignation, expiry of term or otherwise, may be filled in accordance with the Act by the appointee of the former director who created the vacancy.

4.7 Conflict of Interest

All directors must execute the Corporation's Code of Conduct and Conflict of Interest Procedures on an annual basis.

4.8 Director with Conflict of Interest

- (1) Any director who has a conflict of interest as determined in accordance with the Corporation's Code of Conduct and Conflict of Interest Procedures, must:
 - (a) disclose the conflict in a timely manner to the Board;
 - (b) not be counted for purposes of determining a quorum for that portion of a meeting involving deliberations and resolutions on the subject matter of the conflict of interest;
 - (c) recuse themselves from that part of any meeting when the subject matter of the conflict is to be considered; and
 - (d) not vote on the matter.
- (2) Notwithstanding the foregoing, if the subject matter of the conflict is the indemnity, the insurance available to directors or director remuneration, the director may participate fully in consideration and voting, and will be counted for purposes of determining quorum.
- (3) If an issue arises in a meeting of the Board or a committee of the Board as to whether a director has a conflict of interest, the chair of the meeting may call for a vote on the matter and the director in question must leave the meeting while the matter is addressed. The Board or the board committee, as the case may be, will rule on the matter or may elect to have the chair of the meeting rule on the matter.

SECTION 5 – COMMITTEES

5.1 Committees of the Board

- (1) The Board may, from time to time, appoint committees of the Board for such purposes and with such powers as the Board may see fit.
- (2) The Board will appoint a chair of each committee.

- (3) The Board may appoint and remove committee members as it deems necessary or appropriate.

SECTION 6 - MEETINGS

6.1 Meetings by Telephone, Electronic or Other Communication Facility

Subject to satisfying the requirements of Section 6.5, any or all of the directors may participate in a meeting of the Board or of a committee of the Board by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and any director participating in such a meeting by such means is deemed to be present at the meeting.

6.2 Place of Meetings

Meetings of the Board or committees of the Board may be held at any place within the Province of Ontario.

6.3 Timing of Notice

Notice of any meeting must be given in the manner specified in this Section 6 not less than two days before the meeting is to take place.

6.4 Computation of Time

Where notice is required to be given under the Act, this By-law or any other By-law of the Corporation, the day of service or posting will not, unless otherwise provided, be counted in calculating the numbers of days in the required notice period.

6.5 Notice to the Public

The public is entitled to notice of any meetings of the Board and committees of the Board and such meetings shall be open to the public in accordance with and subject to: (i) the exceptions set out in section 190 of the *City of Toronto Act, 2006*, S.O. 2006, c. 11. Schedule A as from time to time amended, with necessary modifications thereto as referenced in Section 6(4) of the Act, and (ii) By-Law No. 2 of the Corporation.

6.6 Calling of Meetings

- (1) Any meeting of the Board will be called by the Corporate Secretary on the request of the Chair or any two directors. A meeting will specify the purpose of, or the business to be transacted, at the meeting.
- (2) Except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called (i) attendance of a director at a meeting of directors will constitute a waiver of notice of the meeting, and (ii) meetings of directors may be held at any time without notice if all the directors are present or otherwise consent.

6.7 Absence of Chair

In the case of absence of the Chair, a director or committee member will be elected by the meeting to act as chair of the meeting.

6.8 Quorum

(1) Subject to 6.6(2), a majority of the directors then in office will form a quorum for the transaction of business. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

(2) If, as a result of the exclusion of a conflicted director from the part of the meeting during which the subject matter of the conflict of interest is discussed, no quorum exists for the purpose of voting on a resolution, the remaining directors will be deemed to form a quorum for the purposes of voting on a resolution.

6.9 Voting

Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors will be decided by a majority of votes. In case of an equality of votes, the chair of the meeting, in addition to an original vote, will have a second or casting vote.

6.10 Adjournment

Any meeting of the Board may be adjourned by the chair of the meeting with the consent of the meeting. Notice of any adjourned meeting of directors need not be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting will be duly constituted if a quorum is present at it. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting.

SECTION 7 - OFFICERS

7.1 Appointment of the Chair

The Chair is an officer of the Corporation and is appointed in accordance with the Act.

7.2 Appointment and Duties of Officers

The Board may, from time to time, by resolution appoint other officers and agents as it deems necessary having those titles and performing those duties as are prescribed by the Board.

7.3 Remuneration of Officers

The directors will, from time to time, by resolution determine the annual remuneration of officers of the Corporation.

7.4 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 may deem sufficient, the Board may delegate all or any of the powers of that officer to any other officer, or to any director.

7.5 Removal of Officers

Subject to any agreement to the contrary, any officers will be subject to removal at any time by resolution of the Board or by an officer authorized to do so, with or without cause.

7.6 Term and Vacancies

- (1) Each incumbent officer will continue in office until the earliest to occur of:
 - (a) that officer's resignation, which resignation, subject to the terms of the employment agreement with the officer, will be effective at the time the written resignation is received by the Corporation; or
 - (b) the termination of the officer's employment with the Corporation.
- (2) If the office of any officer of the Corporation is or will become vacant, the directors may by resolution appoint a person to fill the vacancy.

7.7 Conflict of Interest

All officers will execute the TWRC's Code of Conduct and Conflict of Interest Procedures on an annual basis.

SECTION 8 - PROTECTION OF DIRECTORS AND OFFICERS

8.1 Protection of Directors and Officers

Except as otherwise provided in the Act, any director or officer of the Corporation will not be liable for:

- (i) the acts, receipts, neglects or defaults of any other director, officer or employee;
- (ii) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation for or on behalf of the Corporation;
- (iii) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation will be placed out or invested;
- (iv) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects will be lodged or deposited; or

(v) 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 the director's or officer's respective office or trust or in relation thereto.

unless, in each such case, the same happens by or through the director's or officer's own willful neglect or default.

SECTION 9 - INDEMNITIES TO DIRECTORS AND OTHERS

9.1 Indemnities to Directors and Others

- (1) Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and his or her respective heirs, executors, administrators, successors and assigns, estate and effects, respectively, will 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 which such director, officer or other person sustains or incurs in or as a result of any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed, matter or thing whatever, made, done or permitted by him or her, or omitted by him or her in or about the execution of the duties of such office or in respect of any such liability if such director, officer or other person acted honestly and in good faith; and
 - (b) all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the director's, officer's or other person's own willful neglect or default,

provided that no portion of any indemnity will be paid if to do so would result in the amount of the Corporation's debts and liabilities exceeding the value of its property or render the Corporation insolvent, and provided further that the liability will, to the extent applicable, be paid from the property to which the liability relates.

- (2) The Corporation may also indemnify any such person in such other circumstances as the Act or other law permits or requires, and may enter into indemnity contracts for this purpose. Nothing in this By-law will 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 other law.

SECTION 10 - EXECUTION OF INSTRUMENTS

10.1 Execution of Instruments

- (1) Unless otherwise provided for in either a resolution of the Board or in a policy approved by a resolution of the Board, contracts, documents and instruments will be signed on behalf of the Corporation by any two of the Chair, the Chief Executive Officer, **the Chief Project Officer, the Chief Strategy Officer**, the Chief Financial Officer and the Chief Development Officer.
- (2) Contracts, documents and instruments of the Corporation may be executed in writing, by facsimile or by other electronic means.
- (3) All contracts, documents and instruments in writing so executed will be binding upon the Corporation without any further authorization or formality, including, the fixing of the seal of the Corporation.

10.2 Service of Notice

Provided always that either notice or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to notice, any notice or other document required by the Act, this By-law or any other By-law of the Corporation must be delivered personally or sent by courier, facsimile or email to that person at their latest address or email address, as applicable, as shown in the records of the Corporation.

SECTION 11 - BANKING ARRANGEMENTS AND CHEQUES, DRAFTS, NOTES, ETC.

11.1 General Banking Arrangements

The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security as permitted by Act, will be transacted with such banks, trust companies or other organizations as may from time to time be designated by the Board. Banking business will be transacted as prescribed by the Board.

11.2 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange must be signed by the officer or officers or person or persons, and in the manner, that the Board may by resolution designate from time to time.

SECTION 12 - AUDITORS

12.1 Auditors

The Board will, from time to time, appoint one or more auditors licensed under the Public Accountancy Act, 2004, S.O. 2004, c. 8 to audit the accounts of the Corporation for a period determined by the Board in accordance with the Act. The remuneration of the auditor or auditors will be fixed by the directors.

SECTION 13 - FISCAL YEAR

13.1 Fiscal Year

The fiscal year of the Corporation is as set out in the Act.

SECTION 14 - ADOPTION AND AMENDMENT OF BY-LAWS

14.1 Amendments to By-laws

The Board may pass resolutions or amend this By-law or any other By-law of the Corporation from time to time as permitted by the Act.

Revised and passed by the Board of Directors and in effect as of February 22, 2016. This By-Law supersedes previous versions of By-Law No. 1 as of and from February 22, 2016.

Chair

Corporate Secretary

BY-LAW NO. 2

concerning public access to meetings of

Toronto Waterfront Revitalization Corporation

(the "**Corporation**")

BY-LAW NO. 2

concerning public access to meetings of

Toronto Waterfront Revitalization Corporation

(hereinafter referred to as the "Corporation")

SECTION 1 - INTERPRETATION

1.1 Definitions

In this By-Law:

- (1) **Act** means the *Toronto Waterfront Revitalization Corporation Act*, 2002, S.O. 2002, c.28 as from time to time amended and every statute that may be substituted therefor and includes the regulations made under the Act as from time to time amended;
- (2) **Board** means the board of directors of the Corporation;
- (3) **Chair** means, as applicable, the chair of the Board, a person who chairs a Committee;
- (4) **Closed Meeting Matter** means any matter which may be properly dealt with at a Meeting or part of a Meeting which is closed to the Public;
- (5) **Committee** means any committee of the Board;
- (6) **Corporate Secretary** means the person designated by the Board to act as secretary to the Board or any Committee;
- (7) **Director** means a director of the Corporation;
- (8) **Meeting** means any regular, special or other meeting of the Board or of a Committee of either of them. ("reunion")
- (9) **Open Meeting Matter** means any matter which is dealt with at a Meeting which is open to the Public;
- (10) **Public** means members of the public, including the media; and
- (11) **Website** will mean the Corporation's domain on the World Wide Web, designated by the Uniform Resource Locator, <http://www.waterfrontoronto.ca> or its successor.

SECTION 2 – PURPOSE

2.1 Purpose

The Act provides that, in order to ensure openness and transparency, the Public will be able to observe Meetings. The Act also provides for exceptions, when the Directors are permitted to address certain confidential or sensitive matters in private. This By-Law sets out the Corporation's policies on how its Meetings will be held.

SECTION 3 - MEETINGS

3.1 Open Meetings

Subject to the Act and this By-Law, all Meetings will be open to the Public.

3.2 Notice

The date, time and place of Meetings will be posted in advance on the Website.

3.3 Agenda Items

Agenda items will be scheduled and dealt with in sequence for the convenience of the Public absent a direction or resolution by the Board or Committee.

3.4 Voting at Open Portion of Meetings

The Public is entitled to be present during the taking of all votes at a Meeting unless the vote is a vote that may be taken in a closed meeting as provided in Section 6.4.

3.5 Observers

The Public are observers at Meetings and do not have participation status unless invited to participate by the Chair.

3.6 Disruptive Behaviour

The Board or a Committee, as the case may be, reserves the right to require any member of the Public to leave any Meeting for improper conduct or if they attempt to participate in any part of a Meeting without the invitation of the Chair.

SECTION 4 – MEETING MATERIALS

4.1 Agendas and Minutes

Subject to Section 6.6, the agendas and minutes of Board and Committee Meetings, will be made available on the Website.

4.2 Materials from the Public

Members of the Public may submit to the Corporate Secretary materials in respect of a Meeting.

SECTION 5 - RECORDINGS

5.1 Recordings

Except for Meetings referred to in Section 6, broadcasting, video or other recordings may be made of Meetings, with prior notice to the Board or the Committee. In the event of any such recording, the Board or Committee, as the case may be, may direct that the recording be made in such a way that is not disruptive to the conduct of the Meeting. If the person making any such recording fails to comply with any such direction, the Board or Committee may require the person making the recording to cease the recording, failing which, the Board or Committee take such further action as it feels appropriate to ensure the continuance of the Meeting, without disruption.

SECTION 6- CLOSED MEETING MATTERS

6.1 Closed Meeting Matters

- (1) A Meeting or part of a Meeting may be closed to the Public where the subject matter being addressed involves any of the following or any other matter permitted by law:
 - (a) The security of the property of the Corporation;
 - (b) Personal matters about an identifiable individual, including employees of the Corporation;
 - (c) A proposed or pending acquisition or disposition of land;
 - (d) Labour relations or employee negotiations;
 - (e) Litigation or potential litigation, including matters before administrative tribunals, affecting the Corporation;
 - (f) Advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - (g) Educating or training of its members if, at the Meeting, no member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Corporation;
 - (h) Any matter in respect of which the Corporation is authorized under legislation other than the Act to conduct a Meeting or a portion of a Meeting on a closed basis;

- (i) The consideration of whether any subject matter involves a matter referred to in clauses 6.1(1)(a) to 6.1(1)(h) and whether to exclude the Public from the discussion of such matters; and

(2) A Meeting at which Directors comprise less than fifty percent of those persons in attendance and such Meeting is not called to discuss the business of the Corporation, is not a Meeting for the purposes of this By-Law and need not be open to the Public.

6.2 Attendance at Closed Portions of Meetings

(1) Attendance at the portion of a Meeting in respect of a Closed Meeting Matter is restricted to Directors and those specifically invited by the Chair.

(2) Attendees at a Meeting who are not permitted to attend a portion of a Meeting in respect of a Closed Meeting Matter must promptly withdraw, and may return at the conclusion of the closed portion of the Meeting.

6.3 Resolution to Hold Closed Meetings

(1) Before holding a Meeting or part of a Meeting that is to be closed to the Public, the Board or Committee, as the case may be, shall state by resolution the fact of holding of the closed Meeting and the general nature of the matter to be considered at the closed Meeting.

6.4 Voting at Closed Portions of Meetings

A vote may be taken during a closed Meeting if:

- a) Subsection 6.1(1) permits or requires the Meeting to be closed to the Public, and
- b) The vote is for a procedural matter or for giving direction or instructions to officers, employees or agents of the Corporation, or persons retained by, or under a contract to, the Corporation.

6.5 Record of Meeting

The Board or Committee, as the case may be, shall record, without note or comment, all resolutions, decisions and other proceedings at a Meeting, whether it is closed to the Public or not.

6.6 Confidentiality of Closed Meeting Matters

Except as required by law or unless the Board or Committee directs otherwise, business conducted during closed proceedings, and deliberations or decisions made during those proceedings, will not be disclosed to anyone not present other than to Directors or Committee members, as the case may be.

6.7 Appointment of an Investigator

The Corporation may appoint an investigator who has the function to investigate, in an independent manner, a complaint made to him or her by any person, whether the Corporation has complied with subsection 6.1(1) above in respect of a Meeting or part of a Meeting that was closed to the Public.

ENACTED this day of

Helen Burstyn
Chair

Ann Marie Landry
Corporate Secretary