

**CONSENT AND UNDERTAKING BY BODY CORPORATE,
PARTNERSHIP, TRUST, ASSOCIATION, ETC.**

TO: Companies Branch
Ministry of Consumer and Commercial Relations
393 University Avenue
Toronto, ON M7A 2H6

1. THE ELORA CENTRE FOR ENVIRONMENTAL EXCELLENCE
(name of consenting body corporate, partnership, trust, association, etc.)

94 Colborne Street, Elora, Ontario
(address, giving street, number and)

Township of Centre Wellington (formerly Village of Elora), County of
Wellington, N0B 1S0
(municipality including postal code)

**HEREBY CONSENTS TO THE FOLLOWING NAME FOR USE
BY A CORPORATION:**

ELORA CENTRE FOR THE ARTS
(proposed name of Corporation)

DATED: 21/01/2002
(day, month, year)

**THE ELORA CENTRE FOR
ENVIRONMENTAL EXCELLENCE**

Per: *Antoinette Ellis*
Antoinette Ellis, ASO

I have authority to bind the Corporation

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

Name in full, including all first, middle names Nom et prénoms au complet	Address for service, giving Street & No., or R.R., No. or Lot & Concession No., or Lot & Plan No., and Postal Code (Post Office Box No. not acceptable) Domicile élu y compris la rue et le numéro ou la R.R. et le numéro, ou le numéro de lot et de concession, ou le numéro de lot et de plan, ainsi que le code postal (Numéro de boîte postale inacceptable)
Antoinette Ellis	94 Colborne Street, Elora ON NOB 1S0
Stephen Kitras	115 Garafraxa Street West, Fergus On N1M 1C3
James Reed	R. R. #1 Orton ON L0N 1N0
Deryk Smith	R. R. #1 Elora ON NOB 1S0
Richard Taylor	R. R. #2 Fergus ON N1M 2W3
Richard Wheeler	32 Sophia Street, Elora ON NOB 1S0
Olga Domjan	220 Smith Street, Elora ON NOB 1S0
Timothy Murton	7 Mill Street West, Elora ON NOB 1S0
Karen Eddie	524 Colquhoun Street, Fergus ON N1M 1S1
Stewart Oxley	235 Chalmers Street, Elora ON NOB 1S0
Riki Smith	135 Union Street West, Fergus ON N1M 1V2
Ivan Goring	221 Mary Street, Elora, ON NOB 1S0

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

Signatures of applicants/Signature des requérants

 Antoinette Ellis	 Olga Domjan
 Stephen Kitras	 Timothy Murton
 James Reed	 Karen Eddie
 Deryk Smith	 Stewart Oxley
 Richard Taylor	 Riki Smith
 Richard Wheeler	 Ivan Goring

POWER TO SUE AND COMPROMISE CLAIMS.

(9) 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;

POWER TO ISSUE CHEQUES.

(10) To draw, make, accept, endorse, execute and issue cheques and other negotiable or transferable instruments;

POWER TO PAY COSTS OF INCORPORATION.

(11) To pay all costs and expenses of, or incidental to, the incorporation;

RESTRICTION ON POWERS (1).

(12) 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*.

RESTRICTION ON POWERS (2).

(13) Provided further that the corporation shall not have the capacity of a natural person.

POWER TO INVEST.

(2) To invest the funds of the corporation in such manner as the Directors may determine in those investments authorized by law for Trustees;

POWER TO SOLICIT DONATIONS AND GRANTS.

(3) To solicit and receive donations, bequests, legacies and grants, and to enter into agreements, contracts and undertakings incidental thereto;

POWER TO RECEIVE PERSONAL PROPERTY.

(4) 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;

POWER TO HOLD AND DISPOSE OF REAL PROPERTY.

(5) 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;

POWER TO HIRE.

(6) 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 of the foregoing is subject to sections 23 and 61 of the Trustee Act and any order of the court;

POWER TO COOPERATE WITH ANY OTHER CHARITABLE ORGANIZATIONS.

(7) To cooperate, liaise, and contract with other charitable organizations, institutions or agencies which carry on similar objects to that of the corporation;

POWER TO PARTICIPATE IN THE REORGANIZATION OF A COMPANY.

(8) To take up proportions of any increased capital of a company or corporation 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 the 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; provided, however, that all of the foregoing is subject to the provisions of the *Charitable Gifts Act*;

5. The special provisions are/Dispositions particulières:
- A. 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.
 - B. The Corporation shall be subject to the *Charities Accounting Act* and the *Charitable Gifts Act*.
 - C. The directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from their position as such; provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.
 - D. The borrowing power of the Corporation pursuant to any by-law passed and confirmed in accordance with Section 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.
 - E. Upon the dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Ontario.
 - F. 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* or the *Charitable Gifts 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 subsection 317(1) of the *Corporation's Act* to cancel the Letters Patent of the Corporation and declare them to be dissolved.
 - G. For the further attainment of the objects aforesaid, and as incidental and ancillary thereto, to exercise any of the powers prescribed by the *Corporations Act*, or by any other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law relating to charities, and in particular, without limiting the generality of the foregoing:

POWER TO ACCUMULATE.

- (1) 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;

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

- a) To renovate and maintain the former Elora Junior School building and associated lands at Elora, Ontario, as an arts school and cultural centre to serve the local community and to attract artists and educators regionally, provincially, nationally and internationally.
- b) To establish in this centre a public gallery dedicated to the exhibition and promotion of the arts and to provide lectures, seminars, workshops and other forums for public education, as well as studio and meeting space.
- c) To provide a stimulating, welcoming venue for community youth aimed at enhancing artistic and cultural awareness and skills promoting co-operation and learning.

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