

NOTICE OF AMENDMENTS TO LFVA BY-LAW NO. 1

Langs Farm Village Association is providing 21 days prior notice of amendments to the organization's By-Law to our members. The proposed amendments will be voted on at our Annual General Meeting scheduled on June 18, 2010.

Mission, Vision and Objects:

As a registered charity and in compliance with the Charities Accounting Act and related legislation and, in keeping with its Mission and Vision, to provide a community center and outreach/satellite services to benefit the vulnerable and low income populations of Langs Farm Village Area, Preston community, the City of Cambridge and the Township of North Dumfries in the Regional Municipality of Waterloo by operating services such as:

- (a) **Community Health Centre (CHC)** – provides a range of health care services including health promotion, disease and illness prevention, education and treatment services and chronic disease management programs;
- (b) **North Dumfries Satellite CHC** – provides a range of health care services and health promotion activities for residents in North Dumfries Township;
- (c) **Early Years Centre** – provides a variety of preschool and parent/caregiver programs to reduce personal isolation, encourage healthy child development and create mutually supportive environments using self-help approach;
- (d) **Resource Centre** – provides a range of drop-in services including food security programs, employment counseling, a toy and resource lending library;
- (e) **Youth & Teen Community Centre** – provides a variety of structured and unstructured social and recreational programs and services for children and adolescents;
- (f) **Partnership Services** – provides access to a wide spectrum of programs by co-locating and co-facilitating a variety of services in collaboration with other organizations.

Powers of the Board:

The directors shall, in administering the affairs of the Corporation and discharging their duties as directors:

- (a) *act honestly and in good faith with a view to the best interests of the Corporation;*
and
- (b) *exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.*

Insurance for Directors and Officers:

Provided that the Corporation complies with the Charities Accounting Act and related legislation, the Corporation may purchase and maintain insurance for the benefit of the Directors and officers of the Corporation, former Directors or Officers of the Corporation or persons who act or acted at the Corporation's request as a Director or Officer against any liability incurred by him/her in his/her capacity as a Director or Officer of the Corporation, except where the liability relates to his/her failure to act honestly and in good faith and/or except where the liability relates to his/her willful neglect or default.

Indemnities of Directors and Officers:

Provided that the Corporation complies with the Charities Accounting Act and related legislation, every director and officer will be indemnified and saved harmless out of the funds of the Corporation, from and against,

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

Quorum and Attendance at Board Meetings:

Directors may not miss three consecutive meetings or over 50% of the regular scheduled Board meetings without cause over a period of twelve months.

For original clauses in the By-Law, please contact
Jeanne at 519-653-1470 ext. 236 or jeanned@lang.org.