

By-Law No. 1

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

LANGS FARM VILLAGE ASSOCIATION

BE IT ENACTED AS a by-law of LANGS FARM VILLAGE ASSOCIATION as follows:

1. Definitions:

- a. **“Act”** means the Corporations Act Revised statutes of Ontario, 1980, c.95 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the corporation to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes
- b. **“board”** means the board of directors of Langs Farm Village Association
- c. **“by-law”** means any by-law of the corporation from time to time and in force and effect
- d. **“chair” or “chairperson”** means the chair of the board
- e. **“corporation”** means Langs Farm Village Association
- f. **“director”** means an individual occupying the position of a director of the corporation by whatever name he or she is called, and **“directors”** means all such individuals
- g. **“executive officers”** means the chair, vice-chair, secretary and treasurer, or, in lieu of a secretary and a treasurer, a secretary-treasurer, of the board
- h. **“Langs Farm community”** means the geographic boundaries of the corporation, as determined by the board from time to time
- i. **“letters patent”** means the letters patent and any supplementary letters patent of the corporation
- j. **“meetings of members”** includes any annual, general, special meeting or any combination thereof of the members
- k. **“member” and “members”** means a member of the corporation or the collective membership of the corporation
- l. **“officer”** means president, vice-president, chair, vice-chair, secretary, assistant secretary, treasurer, assistant treasurer, manager or any other person identified as an officer in the by-laws
- m. **“Participant”** has the meaning set out in Section 7(i) hereto
- n. **“special resolution”** - A resolution passed by the directors and confirmed by at least two-thirds of the votes cast at a meeting of members duly called for such purpose or in lieu of such confirmation by the consent in writing of all members entitled to vote at such meetings.
- o. **“Vice-chair” or “vice-chairperson”** means the vice-chair of the board

2. Interpretation

These by-laws and all other by-laws of the corporation hereafter passed unless the context otherwise requires will be construed and interpreted in accordance with the following:

- a. All terms contained in the by-laws which are defined in the Act shall have the meanings given to such terms in the Act.
- b. Words importing the singular number only shall include the plural and vice versa and words importing a specific gender shall include the other genders.
- c. The headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

3. Head Office

The head office of the corporation shall be in the City of Cambridge, Regional Municipality of Waterloo, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

4. Seal

The seal of the corporation, if any, shall be in the form determined by the board.

5. Mission/Vision/Objects/Identity Statement/Credo:

(1) Mission

The corporation is committed to ensuring that every person in our neighbourhoods will have a place to call home for health, wellness and community support.

(2) Vision:

Changed lives, healthy communities

(3) 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 a self-help approach;
- (d) **Resource Centre** – provides a range of drop-in services including food security programs, employment counselling, 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.

6. Membership

There shall be one class of members in the corporation. Membership shall consist of the directors of the corporation.

Membership in the corporation is not transferable and automatically terminates if the member dies or resigns, or if such member is otherwise terminated in accordance with the Act.

Upon 15 days' written notice to a member, the board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or by-laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The member receiving the notice shall be entitled to give the board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The board shall consider the written submission of the member before making a final decision regarding disciplinary action or termination of membership.

7. Meetings of Members

a. Location

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

b. Annual General Meeting

The information provided to the members at each annual general meeting must include at a minimum:

- detailed financial statements for period ending not more than six months before such meeting;
- the report of the auditor;

- any further information regarding the financial position of the organization as the letters patent, supplementary letters patent or by-laws of the corporation require; and
- the report of the auditor must be read and must be open to inspection by any shareholder (OCA 97(1) & (3)).

The business transacted at the annual general meeting shall include:

- receipt of the agenda;
- receipt of the minutes of the previous annual and subsequent special meetings;
- consideration of the financial statements;
- report of the auditor;
- reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- election of directors; and
- such other or special business as may be set out in the notice of meeting.

c. Power to Call

The board or the chairperson or vice-chairperson shall have power to call at any time a general or special meeting of the members of the corporation.

d. Notice

The members may consider and transact any business without any notice thereof at any meeting of the members provided that notice of any meeting where special business will be transacted must contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken. No public notice nor advertisement of members' meetings, annual or general, shall be required, but, subject to the Act, notice of the time and place of every such meeting shall be given to each member in the organization's newsletter not less than ten days and not more than fifty days before the time fixed for the holding of such meeting, provided that without such notice if all members of the corporation are present thereat or represented by proxy duly appointed, and at such meetings any business may be transacted which the corporation at annual or general meetings may transact. (OAC 93(2), 133(2)) (Amended 2004)

e. Error or Omission of Notice

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the corporation.

f. Timing of meetings

The first meeting of members must be held not later than 18 months after incorporation. All subsequent annual meetings must be held not more than 15 months after the last annual meeting (OCA 293). A general meeting of members may be held any time provided proper notice is given and such notice specifies the nature of such meeting (OCA 294).

g. Quorum of Members at the Annual General Meeting

A quorum for the transaction of business at any meeting of members shall consist of not less than six members present in person or represented by proxy, provided that in no case can any meeting be held unless there are six members present in person.

h. Voting of Members

Subject to the provisions, if any, contained in the letters patent of the corporation, each member of the corporation shall at all meetings of members be entitled to one vote and he may vote by proxy (OCA 125). Such proxy need not himself be a member but before voting shall produce and deposit with the secretary sufficient appointment in writing from his constituent(s) (OCA 84(1)).

i. Voting Privileges of Non-Member Participants at the Annual General Meeting

Voting privileges (one vote per individual in attendance) at the annual general meeting shall be granted to any individual who is not a member but who resides in the Langs Farm community, who has been actively involved in the work of the corporation for at least three months, or who is a board-appointed representative from outside the Langs Farm community (herein, a "participant").

j. Method of Voting

Business arising at any members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the by-law provided that:

- (i) votes shall be taken by a show of hands among all members and participants present and the chair of the meeting shall have a vote;
- (ii) an abstention shall not be considered a vote cast;
- (iii) before or after a show of hands has been taken on any question, the chair may require, or any member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair shall direct.
- (iv) if there is a tie vote, the chair shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- (v) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

k. Adjournments

Any meeting of the corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournments may be made notwithstanding that no quorum is present.

8. Board of Directors

a. Number of Directors

The affairs of the organization shall be managed by a board of fifteen directors (OCA 283(2)). The majority of directors must reside or work in the Langs Farm community (as defined by board policy). Seats may be designated for representatives from Preston, Hespeler and North Dumfries. The additional directors are recruited from the patient base, local schools, faith groups and/or organizations that work in partnership with the corporation.

b. Qualifications of Directors

Directors must be 18 years of age or older, not an undischarged bankrupt, capable of managing property and a member of the corporation (or become one within 10 days) (OCA (286 (1), (2), (4) & (5)). Note: property means any type of asset.

Each director shall, by virtue of his election as a director and upon his consent to be a director, automatically become a member of the corporation.

a) Accountability

- (i) The director acts in the best interests of the corporation.
- (ii) The director complies with the Act, the by-laws, and the board's policies and procedures.

b) Exercise of Authority

- (i) A director carries out the powers of the office only when acting as a voting member during a duly constituted meeting of the board or one of its appointed bodies.
- (ii) A director respects the responsibilities delegated by the board to the Executive Director, avoiding interference with the Executive Director's duties but insisting upon accountability and reporting mechanisms for assessing organizational performance.

c) Team Work

- (i) A director works positively, cooperatively and respectfully with other directors, the officers, and the Executive Director of the corporation.

d) Attendance

- (i) The director attends board and assigned committee meetings and board retreats, in accordance with the minimum expectations established by the board attendance policy.
- (ii) Directors may not miss three consecutive meetings or over 50% of the regular scheduled board meetings without cause over a period of twelve months.

e) Participation

- (i) The director comes prepared to meetings (of both the board and its committees) and events, asks informed questions, and makes a positive contribution to discussions.
- (ii) The director treats others with respect.

f) Competencies

- (i) Where appropriate, the director actively contributes specific expertise, skills and other attributes that are needed on the board.

g) Confidentiality

- (i) The director respects the confidentiality of board discussions.

h) Public Support

- (i) The director supports the decisions and policies of the board in discussions with outsiders, even if the director voiced or holds other views or voted otherwise at the board.

i) Education

- (i) The director takes advantage of opportunities to be educated and informed about the board and the corporation's marketplace and industry.

j) Evaluation

- (i) The director participates in the evaluation of the board and individual members.

k) Provide for excellent leadership in the Executive Director position

- (i) Select the Executive Director.
- (ii) Establish a board policy for the performance evaluation and compensation of the Executive Director.
- (iii) Specify measurable performance expectations in cooperation with the Executive Director, appraise/assess performance, and determine compensation in accordance with the board policy.
- (iv) Delegate responsibility and concomitant authority to the Executive Director and require accountability to the board.
- (v) Ensure that the Executive Director establishes an appropriate succession plan for executive management of the corporation.

c. Election of Directors

The directors shall be elected by the members. Election may be by a show of hands unless a ballot is demanded by any member.

d. Terms of Directors

TO BE CHANGED TO TOTAL SIX YEARS

All directors shall hold office until the first annual meeting after he/she shall have been elected and shall be eligible for a re-election or reappointment for a term of office of three (3) years. No director shall hold office for more than two (2) terms in succession (maximum of six years), unless the individual is an officer in which event the term shall be for as long as that individual is an officer.

e. Removal of a Director

The office of a director shall be vacated immediately:

- if the director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- if the director ceases, for any reason, to be a member of the corporation;
- if the director dies or becomes bankrupt;
- if the director misses three consecutive meetings without cause, or if a director misses over 50% of the regularly scheduled board meetings without cause over a period of twelve months;
- if the director is found to breach the board code of conduct policy;
- if the director is found to be incapable of managing property by a court or under Ontario law; or
- the members of the corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

f. Role of Executive Director

The Executive Director shall be a non-voting ex-officio director.

g. Vacancies, Board

Vacancies on the board, however caused may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the corporation, if they shall see fit to do so; otherwise, such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors,

the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

h. Confidentiality

All members of the board shall respect the confidentiality of such matters as determined by the board.

i. Remuneration of Directors

The directors shall receive no remuneration for acting as such but shall be entitled to be paid their traveling and other expenses properly incurred by them in attending meetings of the board or members if requested (OAC 69 & 126).

j. Committees of the Board

There shall be such committees as are from time to time established by the directors. The duties, responsibilities and powers of the various committees shall be those as are from time to time determined by the directors. All directors are expected to serve on at least one committee and to represent the board when requested.

9. Powers of the Board

The directors of the corporation may administer the 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 things as the corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the corporation, for such consideration and upon such terms and conditions as they may seem advisable.

The directors may from time to time:

- a. borrow money on the credit of the corporation;
- b. issue, sell or pledge securities of the corporation; or
- c. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the corporation.

From time to time the directors may authorize any director, officer or employee of the corporation or any other person to make arrangements with the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any money borrowed or remaining due by the corporation as the directors may authorize and generally to manage, transact and settle the borrowing of money by the corporation.

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.

10. Meetings of the Board

a. Notice of Meeting

No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meetings being held in their absence. Director meetings may be formally called by the chair or vice-chair, or by the secretary on the direction in writing of two directors. Notice of such meetings shall be emailed, telephoned or delivered to each director not less than one day before the meeting is to take place, or shall be mailed to each director not less than two days before the meeting is to take place. The statutory declaration of the secretary or president that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such a regular meeting no notice need be sent. A directors meeting may also be held, without notice, immediately following the annual meeting of the corporation. The directors may consider or transact any business either special or general at any meeting of the board.

b. Participation by Telephone, Electronic or Other Communication Facilities

If all the directors participating consent, a board meeting may be held, in whole or in part, by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a director participating by such means is deemed to be present at that meeting.

c. Errors in Notice

No error or omission in giving such notice for the meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any

director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

d. Quorum and Attendance at Board Meetings

A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board may hold its meeting at such place or places as it may from time to time determine.

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

e. Voting

Questions arising at any meeting of directors shall be decided by a majority of votes. In any case of an equality of votes, the chair, in addition to his original vote, shall have a second or casting vote. All votes at such meetings shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chair that a resolution has been carried out and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution (OCA 93 (1) (c) and (4)). In the absence of the president, his duties may be performed by the vice-president or such other director as the board may from time to time appoint for the purpose.

f. Conflict of Interest

Where a member of the board has any direct or indirect pecuniary interest at a meeting including a committee or other meeting of the board, the director shall, as soon as possible after the commencement of the meeting, disclose his interest and shall not take part in the consideration or discussion of, or vote on, any questions with respect thereto or in any way attempt to influence voting on any such questions. Declaration of conflict of interest is a standing item on the board agenda.

Where the interest of a member of a board has not been disclosed as required by reason of his absence from the meeting referred to therein or by reason of such interest having been acquired after such meeting, such director shall immediately communicate his interest to the chair of the board, and otherwise comply with the provisions herein at the first meeting of the board.

The chair of the board, in the event a matter involving a conflict of interest arises, shall communicate such interest to the vice-chair of the board (OCA 71 (3)).

“Conflict of Interest” includes, without limitation, the following three areas that may give rise to a conflict of interest for any of the directors, namely:

- a) **Pecuniary or Financial Interest** – a director is said to have a pecuniary or financial interest in a decision when the director (or his or her associate) stands to gain by that decision, either in the form of money, gifts, favours, gratuities or other special considerations;
- b) **Undue Influence** – a director’s participation or influence in board decisions that selectively and disproportionately benefits particular agencies, companies, organizations, municipal or professional groups, or customers or stakeholders of the corporation from a particular demographic, geographic, political, socio-economic, cultural or other group is a violation of the director’s entrusted responsibility to act in the best interests of the corporation as a whole; and
- c) **Adverse Interest** – a director is said to have an adverse interest to the corporation when he or she is a party to a current, pending or threatened claim, application or proceeding against the corporation.

g. Minutes

Minutes must be kept of all meetings of members and directors and any executive committee (OCA299 (1)).

h. Inspection of Minutes and other Records

Minutes of all meetings (Sec. 299), membership register, copy of the letters patent, any supplementary letters patent, by-laws, special resolutions and registers (Sec. 300), and proper books of account and accounting records (Sec. 302) are to be kept at the head office of the corporation and available for inspection by any director only during normal business hours (OCA 304(1)).

Minutes of meetings of members only (Sec. 299) and the documents and registers mentioned in Secs. 41 and 300 (see above) must be open to inspection by the members and creditors only of the corporation or their agents or legal representatives during normal business hours (OCA 305(1)).

i. Non-Directors at Board Meetings

Members of the corporation may attend any meeting of the board of directors. The board may invite or permit any person to attend or to speak at any meeting of the board of directors. No person other than a director is entitled to vote at a meeting of the board of directors.

11. 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 in his capacity as a director or officer of the corporation, except where the liability relates to his failure to act honestly and in good faith and/or except where the liability relates to his willful neglect or default.

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

13. Officers of the Corporation

There shall be a chair, a vice-chair, a secretary and a treasurer or in lieu of a secretary and a treasurer, a secretary-treasurer and such other officers as the board may determine by by-law from time to time. One person may hold more than one office except the offices of chair and vice-chair. The chair and the vice-chair shall be elected by the board from among their numbers at the first meeting of the board after the annual election of such board, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the corporation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board (OAC 289).

a. General Duties of the Chair and Vice-Chair

- (a) The chair shall, when present, preside at all meetings of the members of the corporation and of the board. The chair shall also be charged with the general management and supervision of the affairs and operations of the corporation. The chair with the secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the chair, these duties and powers may be exercised by the vice-chair, or other director as the board may from time to time appoint for the purpose, may exercise any such duty or power, the absence or inability of the chairperson shall be presumed with reference thereto.

b. General Duties of the Secretary

The secretary shall be ex-officio clerk of the board. He shall attend all meetings of the board and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the seal of the corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the corporation which he shall deliver up only when authorized by a resolution of the board to do so and to such person or persons as

may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the board of directors.

c. General Duties of the Treasurer

The treasurer or person performing the usual duties of a treasurer shall report on accurate accounts of all receipts and disbursements of the corporation in proper books of account and shall ensure the deposit of all moneys and other valuable effects in the name and to the credit of the corporation in such bank or banks as may from time to time be designated by the board, taking proper vouchers therefore, and shall render to the board at the regular meetings thereof or whenever required of him an account of all his transactions as treasurer, and of the financial position of the corporation. He shall also perform such other duties as may from time to time be determined by the board.

d. General Duties of the other Officers

The duties of all other officers of the corporation shall be such as the terms of their engagement calls for or the board requires of them.

14. Executive Committee

The officers of the board act as the Executive Committee. The Executive Committee can consist of no fewer than three directors. The Executive Committee has any powers of the board, subject to any restrictions specified in the by-laws or imposed by the board itself at any time. Any such by-law is not effective until confirmed by two-thirds of the votes of members (OCA 70 (1) & (2) (amended 2004).

15. Executive Committee Quorum

The quorum of the Executive Committee shall be a majority of its members (OCA 70(3)).

16. Execution of Documents

Deeds, transfers, licenses, contracts and engagements on behalf of the corporation shall be signed by either the chair or vice-chair and by the secretary, and the secretary shall affix the seal of the corporation to such instruments as require the same.

Contracts in the ordinary course of the corporation's operations may be entered into on behalf of the corporation by the chair, vice-chair and treasurer, or by any person authorized by the board.

The chair, vice-chair, the directors, secretary or treasurer, or any one of them, or any person or persons from time to time designated by the board may transfer any and all shares, bonds, or other securities from time to time standing in the name of the corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the corporation transfers of shares, bonds or other securities from time to time transferred to the corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal to any and all instruments in writing necessary or

proper for purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation. Notwithstanding any provision to the contrary contained in the by-laws of the corporation, the board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the corporation may or shall be executed.

Any director or officer may certify a copy of any instrument, resolution, by-law or other documents of the corporation to be a true copy thereof.

17. Books and Records

The directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept. This includes the following documents and registers of the corporation:

- i. A copy of the letters patent and of any supplementary letters patent;
- ii. All by-laws and special resolutions;
- iii. A register of members;
- iv. A register of directors;
- v. All books of account and accounting records; and
- vi. Records mentioned in Sec. 304(1) may be kept at a place other than the head office of the corporation if such records are available for inspection at the head office by means of computer terminal or electronic technology (OCA 300, 302 & 304).

18. Auditor

a. Appointment of Auditor

At a first general meeting the members must appoint one or more auditors to hold office until the first annual meeting. However, the directors are required to do so if the members fail to do so.

At each annual meeting the members must appoint one or more auditors to hold office until the next annual meeting. If the members fail to do so, the auditor who is then in office must continue in office until a successor is appointed.

The directors may fill any casual vacancy in the office of auditor, but, while such vacancy continues, the surviving or continuing auditor, if any, may act (OCA 94(1), (2) & (3)).

b. Remuneration of Auditor

The remuneration of an auditor appointed by the members must be fixed by the members or by the directors if they are authorized to do so by the shareholders, provided that the remuneration of an auditor appointed by the directors shall be fixed by the directors (OCA 94(5)).

No person can be appointed an auditor of a corporation who is a director, officer or employee of that corporation or an affiliated corporation or who is a partner, employer and employee of such director, officer or employee. See Section 11 for the definition of an officer. (OCA 95(1))

19. Financial Year

The fiscal year of the corporation is April 1 to March 31.

20. Cheques, etc.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by a resolution of the board and any one of such officers or agents may alone endorse notes and cheques for deposit with the corporation's bankers for the credit of the corporation or the same may be endorsed for collection or for deposit with the bankers of the corporation by using the corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the corporation and the corporation's bankers and may receive all paid cheques and vouchers and sign all bank forms or settlement of balances and release or verification slips.

21. Deposit of Securities for Safekeeping

The securities of the corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the corporation signed by such officer or officers, agent or agents of the corporation, and in such a 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 by the board shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

22. Notices

Any notice (which terms includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered to his recorded address or if mailed to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice to deliver shall be deemed to have been given when it is personally delivered at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The secretary may change, or cause to be changed, the recorded address of any member, director, officer or auditor in accordance with any information believed by him to be reliable.

23. Dissolution of the Corporation

When the corporation is dissolved and after its debts and liabilities are paid, any property shall be distributed or disposed to a charitable organization or charitable organizations whose objects are beneficial to the community.

24. Severability and Precedence

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the letters patent or the Act, as the case may be, shall prevail.

25. Amendments to By-laws

The members may from time to time amend this by-law by a majority of the votes cast. The board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

26. Repeal of Previous By-law No. 1

All previous by-laws identified as By-law No. 1 or otherwise relating generally to the transaction of the affairs of the corporation are hereby repealed and replaced by this By-law No. 1.

Passed by the board and sealed with the corporate seal, this ____ day of _____, 20____.

CERTIFIED to be a true copy of By-Law No. 1 of Langs Farm Village Association dated the ____ day of _____, 20____, which by-Law is now in full force and effect.

 , Secretary

I have authority to bind the corporation.