

Bill No. 53
2024

By-law No. A.- ____ - ____

A by-law to ratify and confirm the special resolution of the sole shareholder of the Housing Development Corporation, London.

WHEREAS the Housing Development Corporation, London is incorporated under the *Business Corporations Act R.S.O. 1990*, c.B.16 (the “BCA”);

AND WHEREAS subsection 104(1)(b) of the BCA provides that a resolution in writing dealing with all matters required by the BCA to be dealt with at a meeting of shareholders, and signed by all the shareholders or their attorney authorized in writing entitled to vote at the meeting, satisfies all the requirements of the BCA relating to that meeting of shareholders;

AND WHEREAS The Corporation of the City of London is the sole shareholder of Housing Development Corporation, London;

AND WHEREAS Subsection 9 of the Municipal Act, 2001 provides that a municipality has the capacity, rights, powers, and privileges of a natural person for the purpose of exercising its authority under this or any other Act;

AND WHEREAS Subsection 5(3) of the Municipal Act, 2001 provides that a municipal power shall be exercised by by-law;

NOW THEREFORE the Municipal Council of The Corporation of the City of London enacts as follows:

1. The Special Resolution of the Sole Shareholder of the Housing Development Corporation, London attached as Schedule “1” is ratified and confirmed.
2. The Mayor and the City Clerk are authorized to execute the Special Resolution of the Sole Shareholder ratified and confirmed under section 1 of this by-law.
3. This by-law comes into effect on the day it is passed subject to the provisions of PART VI.1 of the *Municipal Act, 2001*.

PASSED in Open Council on February 13, 2024, subject to the provisions of PART VI.1 of the *Municipal Act, 2001*.

Josh Morgan
Mayor

Michael Schulthess
City Clerk

First Reading – February 13, 2024
Second Reading – February 13, 2024
Third Reading – February 13, 2024

Schedule "I"

SPECIAL RESOLUTIONS OF THE SOLE SHAREHOLDER

OF

**HOUSING DEVELOPMENT CORPORATION, LONDON
(the "Corporation")**

CONFIRMATION OF NUMBER OF DIRECTORS

WHEREAS the articles of the Corporation provide for a minimum of one (1) director and a maximum of ten (10) directors.

RESOLVED that, until changed by special resolution of the shareholder(s), the number of directors of the Corporation within the minimum and maximum number of directors provided in the articles shall be one (1).

CONFIRMATION OF DIRECTORS

WHEREAS:

- A. On review of the corporate records of the Corporation, it was noted that there were certain corporate deficiencies and outstanding corporate matters which were not approved and/or passed in compliance with the Corporation's Articles, by-laws and/or the *Business Corporations Act* (Ontario).
- B. It is hereby ratified, confirmed, and approved that Stephen Joseph Giustizia was inadvertently added to the records of the Ministry of Public and Business Service Delivery of Ontario as a director of the Corporation effective October 26, 2015.

RESOLVED that:

- 1. It is hereby ratified, confirmed, and approved that Stephen Joseph Giustizia has never been elected as a director of the Corporation;
- 2. The following director resignations are hereby ratified, confirmed, and approved, as follows:

Director	Date of Resignation
Dick Brouwer	September 17, 2019
Larry Hazel	September 17, 2019
Vivian Lui	September 17, 2019
Daniel Ross	September 17, 2019
Louise Stevens	September 17, 2019
Sandra Elaine Datars Bere	May 6, 2020

- 3. It is further ratified, confirmed, and approved that, effective as of the date hereof, the current director of the Corporation is Craig Cooper, who was elected as a director of the Corporation on May 6, 2020.
- 4. All resignations and/or removals by the shareholder of the Corporation, and past appointments and elections of directors of the Corporation made by the shareholder of the Corporation, and whether this information is properly reflected in the minutes of any meeting or resolutions of the directors or shareholder, be and the same are hereby ratified, confirmed, and approved.

The sole shareholder hereby agrees that the execution and delivery of a facsimile copy or electronic delivery of these resolutions shall constitute delivery of an executed original and shall be binding upon the shareholder whose signature appears on the transmitted copy as if it were an original hand-written signature.

[SIGNATURE PAGE FOLLOWS]

THE UNDERSIGNED, being the sole shareholder of the Corporation entitled to vote thereon, passes the foregoing resolution pursuant to the provisions of the *Business Corporations Act* (Ontario).

DATED the _____ day of _____, 202__.

**THE CORPORATION OF THE CITY
OF LONDON**

Per: _____
Name:
Title:

Per: _____
Name:
Title:

I/we have authority to bind the corporation.