

ATTACHMENT “A”

Bill No.
2014

By-law No. A.-

A by-law to ratify and confirm the Annual Resolutions of the Shareholder of London & Middlesex Housing Corporation

WHEREAS London & Middlesex Housing Corporation 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 London & Middlesex Housing Corporation;

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 Annual Resolutions of the Shareholder of London & Middlesex Housing Corporation for the fiscal year ended December 31, 2013, attached as Schedule “1” are ratified and confirmed.
2. The Mayor and the City Clerk are authorized to execute the Annual Resolutions of the Shareholder ratified and confirmed under section 1 of this by-law.
3. This by-law comes into force and effect on the day it is passed.

PASSED in Open Council on May 20, 2014.

Joe Fontana
Mayor

Catharine Saunders
City Clerk

First reading – May 20, 2014
Second reading – May 20, 2014
Third reading – May 20, 2014

SCHEDULE "1"

LONDON & MIDDLESEX HOUSING CORPORATION
(the "Corporation")

WHEREAS subsection 104(1) (b) of the *Business Corporations Act* (Ontario) (the "Act") provides that a resolution in writing dealing with all matters required by the Act 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 Act relating to that meeting of shareholders;

The following resolutions, signed by the sole shareholder of the Corporation entitled to vote thereon, are hereby passed pursuant to the provisions of the Act:

FINANCIAL STATEMENTS

RESOLVED THAT:

It is hereby acknowledged that the balance sheet of the Corporation as at December 31, 2013, and the other audited financial statements, together with Auditors' Report, of the Corporation for the financial year ended on such date have been received by the undersigned shareholder of the Corporation.

ELECTION OF DIRECTORS

RESOLVED THAT:

WHEREAS pursuant to an Amended and Restated Shareholder Declaration the board of directors for the Corporation shall consist of seven (7) directors;

AND WHEREAS the terms of directors expire at the annual meeting of shareholders held in 2014 pursuant to paragraph 6.2 of the Amended and Restated Shareholder Declaration;

NOW THEREFORE BE IT RESOLVED THAT:

1. Each of the following persons, being directors pursuant to paragraph 6.2 of the London & Middlesex Housing Corporation's Declaration of the Sole Shareholder, is hereby **confirmed** as a director of the Corporation to hold office for a term with the expiry as set out below, provided that when a successor is not duly elected, such director shall hold office until his or her successor is elected:

<u>Name of Director</u>	<u>Expiry of Term</u>
D. G. Henderson (London City Council)	November 30, 2014
J. Swan (London City Council)	November 30, 2014
Douglas Reycraft (Middlesex County Council)	November 30, 2014
Joan Ball	November 30, 2014
Glenn Hadley	November 30, 2014
Gordon Saylor	November 30, 2014
Robert Sexsmith	November 30, 2014

APPOINTMENT OF AUDITOR

2. KPMG LLP is hereby appointed as auditor of the Corporation to hold office until the close of the next annual meeting of the shareholders or until a successor is appointed at such remuneration as may be fixed by the directors and the directors are hereby authorized to fix such remuneration.

DATED this day of , 2014.

The Corporation of the City of London

By: _____
Joe Fontana
Title: Mayor

The Corporation of the City of London

By: _____
Catharine Saunders
Title: City Clerk