

Bill No. 280
2022

By-law No. A.-_____

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

WHEREAS London & Middlesex Community Housing Inc. 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 Community Housing Inc.;

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 Community Housing Inc. for the fiscal year ended December 31, 2021, 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 July 5, 2022.

Ed Holder
Mayor

Michael Schulthess
City Clerk

First Reading – July 5, 2022
Second Reading – July 5, 2022
Third Reading – July 5, 2022

SCHEDULE “1”
LONDON & MIDDLESEX COMMUNITY HOUSING INC.
(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 resolution, signed by the sole shareholder of the Corporation entitled to vote thereon, is hereby passed pursuant to the Act:

FINANCIAL STATEMENTS

It is hereby acknowledged that the balance sheet of the Corporation as at December 31, 2021, 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

WHEREAS pursuant to the Declaration of the Sole Shareholder, the board of directors of the Corporation shall consist of eleven directors, eight of which shall be composed of various classes of directors, each serving for a three-year term, the ninth, tenth and eleventh members of the fourth class shall serve as the representatives of the municipal council of The Corporation of the City of London and The Corporation of the County of Middlesex;

AND WHEREAS the terms of the directors that are members of the second class expire at the annual meeting of shareholders held in 2018 pursuant to paragraph 6.2 of the Declaration of the Sole Shareholder;

NOW THEREFORE BE IT RESOLVED THAT:

1. Each of the following persons, being directors that are members of the first class pursuant to paragraph 6.2 of the Declaration of the Sole Shareholder, is hereby **elected** 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 at the close of the annual meeting described below, such director shall hold office until his or her successor is elected:

| Class | Director | Term |
|-------|----------|--|
| First | Vacant | The close of the annual meeting of the shareholders to be held in 2022 for the financial year ending December 31, 2024 |
| First | Vacant | The close of the annual meeting of the shareholders to be held in 2022 for the financial year ending December 31, 2024 |

CONFIRMATION OF CONTINUING TERMS

2. Each of the following persons, being directors that are members of the second, third and fourth class, as provided for below, pursuant to paragraph 6.2 of the Declaration of the Sole Shareholder, is hereby **confirmed** as having a term continuing

until the expiry as set out below, provided that when a successor is not duly elected at the close of the annual meeting described below, such director shall hold office until his or her successor is elected:

| Class | Director | Term |
|--------|--|--|
| Second | Tammy Brooks (Tenant) | The close of the annual meeting of the shareholders to be held in 2025 for the financial year ending December 31, 2024 |
| Second | Shellie Chowns | The close of the annual meeting of the shareholders to be held in 2025 for the financial year ending December 31, 2024 |
| Third | Anne-Marie Mitchell (Tenant) | The close of the annual meeting of the shareholders to be held in 2026 for the financial year ending December 31, 2025 |
| Third | Gary Bezaire | The close of the annual meeting of the shareholders to be held in 2026 for the financial year ending December 31, 2025 |
| Fourth | Councillor Josh Morgan | The term ending November 14, 2022 |
| Fourth | Councillor Shawn Lewis | The term ending November 14, 2022 |
| Fourth | Adrian Cornelissen (County of Middlesex) | The term ending November 14, 2022 |

APPOINTMENT OF AUDITORS

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

DATED this _____ day of _____, 2022.

The Corporation of the City of London

By: _____
 Name: Ed Holder
 Title: Mayor

By: _____
 Name: Michael Schulthess
 Title: City Clerk