**RESOLUTIONS OF THE DIRECTORS OF**

**CIVIC HOSPITAL NEIGHBOURHOOD ASSOCIATION**

**(the “Corporation”)**

**BE IT RESOLVED THAT:**

1. By‑law Number 1, being a by‑law relating generally to the transaction of the business affairs of the Corporation, is hereby passed as a by‑law of the Corporation.
2. The Certificate of Incorporation issued by Industry Canada under the *Canada Not-for-Profit Corporations Act* on May 14, 2015, be approved and that a copy of such Certificate of Incorporation, together with the Articles of Incorporation be inserted in the minute book of the Corporation.
3. The following persons be and they are hereby elected or appointed to the offices set opposite their names for the ensuing year or until their successors are elected or appointed:

 President - Karen Wright

 Vice President - Peter Eady

 Secretary - Katherine Steinhoff

 Treasurer - Julie Westall

1. That a banking account with \_\_\_\_TD Canada Trust\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ be established and that the officers of the Corporation be and they are hereby authorized to execute all necessary documents in the establishment of such bank account.
2. It is determined that the first financial year of the Corporation shall terminate on the \_31st\_ day of \_December\_\_, 2015 and that thereafter the financial year of the Corporation shall terminate on the \_\_31st\_ day of \_December\_\_\_ in each year.
3. The firm of Kelly Manthorp Heaphy are hereby appointed solicitors of the Corporation until such appointment is changed by resolution of the directors.
4. Until further directed by the directors in writing, the corporate records referred to in Subsections 20(1) and (2) of the *Canada Not-for-Profit Corporations Act* shall be kept at the offices of Kelly Manthorp Heaphy, Suite B0001, 2323 Riverside Drive, Ottawa, ON K1H 8L5.
5. Any partner, associate or law clerk employed by the Corporation’s solicitors who has the relevant knowledge of the affairs of the Corporation is authorized to file (electronically or otherwise), any initial notice, notices of change, annual returns and any future filings as may be required as a result of future actions by the Corporation and required by the *Canada* *Business Corporations Act*.

Each of the foregoing resolutions is hereby consented to by all the directors of the Corporation as of the 3rd day of November, 2015.

|  |  |  |
| --- | --- | --- |
| Karen Wright |  | Katherine Steinhoff |
| Julie Westall |  | Peter Eady |
| Alyson Queen |  | Shelley Mullins |
| Catherine Kennedy |  | Shane Quinn |
| Luanne Calcutt |  |  |

**RESOLUTIONS OF THE MEMBERS OF**

 **CIVIC HOSPITAL NEIGHBOURHOOD ASSOCIATION**

**(the “Corporation”)**

**BE IT RESOLVED THAT:**

1. By-law Number 1, being a by-law relating generally to the transaction of the business affairs of the Corporation, is hereby passed as a by-law of the Corporation.
2. The following individuals be and they are hereby elected as the directors of the Corporation to hold office until their successors are elected or appointed.

Karen Wright

Katherine Steinhoff

Julie Westall

Peter Eady

Alyson Queen

Shelley Mullins

Catherine Kennedy

Shane Quinn

Luanne Calcutt

1. \_\_\_T.B.D. as required\_\_\_\_\_ be and they are hereby appointed the accountants of the Corporation to hold office until the first annual meeting of shareholders at a remuneration to be fixed by the board of directors, the directors being hereby authorized to fix such remuneration.

 Each of the foregoing resolutions is hereby consented to by all the members of the Corporation with voting privileges as of the 3rd day of November, 2015.

**MEMBERS WILL BE ASKED TO PRINT FULL NAME AND SIGN HERE.**

**WAIVER AND CONFIRMATION**

**TO:** **CIVIC HOSPITAL NEIGHBOURHOOD ASSOCIATION (the “Corporation”)**

**AND TO: The Directors Thereof**

 The undersigned, being all of the voting members of the Corporation, hereby waive the right, pursuant to section 274 of the *Canada Not-For-Profit Corporations Act*, to receive a copy of the documents referred to in section 172(1) thereof and confirm that they do not wish to receive a copy of such documents as required.

 This Waiver and Confirmation shall remain in full force and effect from year to year until revoked in writing by the undersigned.

 **DATED** as of the 3rd day of November, 2015.

**MEMBERS WILL BE ASKED TO PRINT FULL NAME AND SIGN HERE.**

 **RESOLUTION OF THE MEMBERS OF**

 **CIVIC HOSPITAL NEIGHBOURHOOD ASSOCIATION**

**(the “Corporation”)**

 **WHEREAS** the Articles of the Corporation provide that the board of directors shall consist of a minimum of one (1) and a maximum of twenty (20) directors;

**NOW THEREFORE BE IT RESOLVED THAT:**

1. Until otherwise determined, the number of directors of the Corporation shall be nine (9).

 The foregoing resolution is hereby consented to by all of the members of the Corporation with voting privileges as of the 3rd day of November, 2015.

**MEMBERS WILL BE ASKED TO PRINT FULL NAME AND SIGN HERE.**

 **RESOLUTION OF THE DIRECTORS OF**

**CIVIC HOSPITAL NEIGHBOURHOOD ASSOCIATION**

**(the “Corporation”)**

**BE IT RESOLVED THAT:**

1. Any one (1) of the President, Vice President, Secretary or Treasurer, be and he or she is hereby authorized to sign all contracts, documents and instruments on behalf of the Corporation including, without limitation, all cheques, notes, bills of exchange, deeds, investments, agreements, releases and receipts and all paper writings. For greater certainty, any one (1) of the President, Vice President, Secretary or Treasurer, be and he or she is hereby authorized to sign all documents and to provide instructions in relation to any investment on behalf of the Corporation.

 The foregoing resolution is hereby consented to by the directors of the Corporation as of the 3rd day of November, 2015.

|  |  |  |
| --- | --- | --- |
| Karen Wright |  | Katherine Steinhoff |
| Julie Westall |  | Peter Eady |
| Alyson Queen |  | Shelley Mullins |
| Catherine Kennedy |  | Shane Quinn |
| Luanne Calcutt |  |  |