

# **Standard organizational by-law no. 1**

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

## **I.U.O.E. 772 UNION HALL INC.** (the "Corporation")

### **Section 1 - General**

#### **1.01 Definitions**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the *Corporations Act*, (Ontario), as amended, and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- d. "Chair" means the chair of the Board;
- e. "Corporation" means the corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. "Member" means a member of the Corporation;
- h. "Members" means the collective membership of the Corporation; and
- i. "Officer" means an officer of the Corporation.

#### **1.02 Interpretation**

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

### **1.03 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 articles or the Act, as the case may be, shall prevail.

### **1.04 Seal**

The seal of the Corporation, if any, shall be in the form determined by the Board.

### **1.05 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

## **Section 2 - Directors**

### **2.01 Election and Term**

The Directors shall be elected by the Members at the first meeting of Members and at each succeeding annual meeting. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

### **2.02 Vacancies**

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;

3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
4. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

### **2.03 Filling Vacancies**

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
3. a quorum of Directors may fill a vacancy among the Directors.

### **2.04 Committees**

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the *Act* that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

### **2.05 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
  - i. considered reasonable by the Board;
  - ii. approved by the Board for payment by resolution passed before such payment is made; and
  - iii. in compliance with the conflict of interest provisions of the *Act*; and
3. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the *Act* and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*.

## **Section 3 - Board Meetings**

### **3.01 Calling of Meetings**

Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this By-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and place of the meeting.

### **3.02 Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

### **3.03 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of

Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

### **3.04 Chair**

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

### **3.05 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

### **3.06 Participation by Telephonic or Electronic Means**

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

## **Section 4 - Financial**

### **4.01 Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

### **4.02 Financial Year**

The financial year of the Corporation ends on the 31st day of December 2023 in each year or on such other date as the Board may from time to time by resolution determine.

## **Section 5 - Officers**

### **5.01 Officers**

The Board shall appoint from among the Directors a Chair and may appoint any other person to be president, treasurer and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held

by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

#### **5.02 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. such Officer's death.

#### **5.03 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

#### **5.04 Duties of the Chair**

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

#### **5.05 Duties of the President**

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

#### **5.06 Duties of the Treasurer**

The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

#### **5.07 Duties of the Secretary**

The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

## **Section 6 - Protection of Directors and Others**

### **6.01 Protection of Directors and Officers**

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act

## **Section 7 - Conflict of Interest**

### **7.01 Conflict of Interest**

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

### **7.02 Charitable Corporations**

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

## **Section 8 - Members**

### **8.01 Members**

Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board.

### **8.02 Membership**

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

### **8.03 Disciplinary Act or Termination of Membership for Cause**

1. 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.
2. 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.

## **Section 9 - Members' Meetings**

### **9.01 Annual Meeting**

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;



- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

#### **9.02 Special Meetings**

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

#### **9.03 Notice**

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member, each Director and to the auditor or person appointed to conduct a review engagement. 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, and state the text of any special resolution to be submitted to the meeting.

#### **9.04 Quorum**

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

### **9.05 Chair of the Meeting**

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

### **9.06 Voting of Members**

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:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting 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 of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting 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
- f. 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 of the meeting 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.

### **9.07 Adjournments**

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## **9.08 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

## **Section 10 - Notices**

### **10.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

### **10.02 Error or Omission in Giving Notice**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **Section 11 - Adoption and Amendment of By-laws**

### **11.01 Amendments to By-laws**

The Board may from time to time in accordance with the *Act* amend or repeal and replace this By-law.


All previous general by-laws of the Corporation are repealed as of the coming into force of this by-law that such repeal will not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed will continue to act as if appointed by the directors under the provisions of this by-law or the Act until their successors are appointed.

Enacted by the board of directors this 26<sup>th</sup> day of August, 2022, *except where Corporation is deemed to have passed this by-law under the Act.*

  
\_\_\_\_\_  
Greg Black, President

  
\_\_\_\_\_  
Nick Pantaleo, Secretary

CONFIRMED by a quorum of the members in accordance with the Act this 26<sup>th</sup> day of August, 2022.

  
\_\_\_\_\_  
TREASURER  
GREG HOATH

## **Schedule A**

### **Position Description of the President**

#### **Role Statement**

If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The president shall be entitled to receive notice or and to attend and speak at all meetings of the Board and of meetings of Members as a non-member thereof without the right to vote, save and except when the Board is discussing the position, salary or benefits of the president.

#### **Responsibilities**

##### **Agendas**

Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

##### **Direction**

Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

##### **Performance Appraisal**

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

##### **Work Plan**

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

**Representation**

Serve as the Board's primary contact with the public.

**Reporting**

Report regularly to the Board on issues relevant to its governance responsibilities.

**Board Conduct**

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

**Mentorship**

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

**Succession Planning**

Ensure succession planning occurs for senior management, if any, and Board.

**Committee Membership**

Serve as member on all Board committees.

## **Schedule B**

### **Position Description of the Treasurer**

#### **Role Statement**

If appointed, the treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

#### **Responsibilities**

##### **Custody of Funds**

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

##### **Board Conduct**

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

##### **Mentorship**

Serve as a mentor to other Directors.

##### **Financial Statement**

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

## **Schedule C**

### **Position Description of the Secretary**

#### **Role Statement**

If appointed, the secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

#### **Responsibilities**

##### **Board Conduct**

Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

##### **Document Management**

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

##### **Meetings**

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.



**BY-LAW NO. 2**

being a by-law respecting the borrowing of money:

**I.U.O.E. 772 UNION HALL INC.**  
(the "Corporation")

THE FOLLOWING IS ENACTED as a by-law of the Corporation:

1. The directors of the Corporation are authorized to:
  - (a) borrow money upon the credit of the Corporation by obtaining loans or advances or otherwise;
  - (b) issue, re-issue, sell or pledge debt obligations of the Corporation;
  - (c) charge, mortgage, hypothecate, pledge or create a security interest in any property of the Corporation, whether real or personal, moveable or immovable, tangible or intangible, to secure any indebtedness, liabilities or other obligations of the Corporation; and
  - (d) subject to section 59 of the *Corporations Act* (Ontario), as amended, give a guarantee on behalf of the Corporation to secure performance of any obligation of any person.
2. The directors may by resolution delegate to one or more of the directors or one or more officers of the Corporation all or any of the foregoing powers.
3. The powers conferred by this by-law are in addition to and not in substitution for any borrowing powers possessed by the directors independently of this by-law, including, without limiting the generality of the foregoing, borrowing powers set forth in the *Corporations Act* (Ontario).
4. That this by-law shall remain in force and be binding upon the Corporation as regards any person acting upon good faith of the Corporation.

PASSED AND ENACTED by the directors of the Corporation on the 26<sup>th</sup> day of August, 2022.

CONFIRMED, RATIFIED AND APPROVED by a quorum of the members of the Corporation on the 26<sup>th</sup> day of August, 2022.

  
\_\_\_\_\_  
Greg Black, President

  
\_\_\_\_\_  
Nick Pantaleo, Secretary

  
\_\_\_\_\_  
GREG HOATH TREASURER

**RESOLUTIONS OF THE DIRECTORS**

**OF**

**I.U.O.E. 772 UNION HALL INC.**  
(the "Corporation")

**WHEREAS** pursuant to an Agreement of Purchase and Sale (the "Agreement") dated the 21st day of August, 2021 (a copy of which is annexed hereto), the Corporation agreed to purchase from John Bruce Robinson Properties Inc. certain property known legally as Unit 7, Level 1, Wentworth Standard Condominium Plan No. 605, municipally known as Unit G, 3605 Binbrook Road, Binbrook, ON

**RESOLVED** that the Treasurer of the Corporation be and is hereby authorized, on behalf of the Corporation, to execute the Agreement, and that execution accordingly shall be conclusive evidence of such approval and that the Agreement so executed, is the Agreement authorized by this Resolution.

**RESOLVED** that the Treasurer be and is hereby authorized to execute and deliver on behalf of the Corporation all such other documents and writings and to do such other acts and things as may be necessary or desirable for fulfilling the Corporation's obligations herein.

The foregoing resolutions are hereby consented to by the Directors of the Corporation pursuant to the *Business Corporations Act* (Ontario), this 26th day of August, 2022.

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**CERTIFIED** to be a true copy of Resolutions of the Directors of I.U.O.E. 772 Union Hall Inc. dated the 26th day of August, 2022.

DATED this 26th day of August, 2022.

  
\_\_\_\_\_  
**Greg Hoath – Treasurer**

**CERTIFICATE OF INCUMBENCY**

**of**

**I.U.O.E. 772 UNION HALL INC.**

The undersigned, being the President of I.U.O.E. 772 UNION HALL INC. (hereinafter called the "Corporation") does hereby certify that:

The persons named below have been duly elected or appointed and are qualified directors and/or officers of the Corporation, each holding the office or offices set forth opposite their name below.

**OFFICERS**


<u>Name</u>	<u>Office</u>
Greg Black	President
Reginald Sauve	Vice-President
Nick Pantaleo	Secretary
Greg Hoath	Treasurer

**DIRECTORS**

Greg Black  
Greg Hoath  
Reginald Sauve  
Nick Pantaleo

IN WITNESS WHEREOF I have hereunto signed my name as at the 26th day of August, 2022.

I.U.O.E. 772 UNION HALL INC.

  
\_\_\_\_\_  
Greg Hoath  
Treasurer

TO: **FIRSTONTARIO CREDIT UNION LIMITED (the "Lender")**  
AND TO: **AGRO ZAFFIRO LLP**  
RE: **LOAN TO I.U.O.E. 772 UNION HALL INC.**  
**\$300,000.00 COLLATERAL 1<sup>ST</sup> MORTGAGE OVER**  
**UNIT 7 – 2605 BINBROOK RD, BINBROOK ONT**

**CERTIFICATE OF OFFICER**

**OF**

**I.U.O.E. 772 UNION HALL INC.**

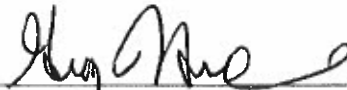
I, Greg Hoath, the undersigned, do hereby certify that:

1. I am the Treasurer of I.U.O.E. 772 UNION HALL INC. (the "**Corporation**") and, as such, have knowledge of the matters hereinafter certified to.
2. The Corporation is a subsisting corporation duly incorporated under the laws of Ontario. Attached hereto as Exhibit "A" is a true and complete copy of the incorporating documents together with all amendments thereto (the "**Articles**"), which Articles are in full force and effect. No steps or proceedings have been taken or are pending to amend, surrender or cancel them or to dissolve or wind-up the Corporation. The Corporation is in good standing under the laws of all jurisdictions in which it carries on business or has assets, to the extent that the nature of such business or assets under the laws of said jurisdiction requires registration or qualification. Attached hereto as Exhibit "B" is a Certificate of Status of the Corporation.
3. Attached hereto as Exhibit "C" is a true and complete copy of an extract from the general by-law of the Corporation pertaining to the execution of instruments generally and borrowing. The above by-law was duly passed by the directors of the Corporation and duly sanctioned and confirmed by the shareholders of the Corporation. No steps or proceedings have been taken or are pending to repeal or amend those by-laws and they are in full force and effect.
4. Attached hereto as Exhibit "D" is a Certificate of Incumbency confirming the officers and directors of the Corporation.
5. Attached hereto as Exhibit "E" is a true and complete copy of the resolution duly passed by the directors of the Corporation authorizing the execution and delivery by the Corporation of certain documents (the "**Documents**") which resolution is in full force and effect

unamended as of the date hereof and there exist no other resolutions of the directors of the Corporation relating to the matters set forth in said resolution.

6. The authorization, execution, delivery and performance of the Documents does not and will not conflict with, result in any breach of, or constitute any default under the Agreement of the Articles or by-laws of the Corporation or under any other agreement binding on the Corporation.
7. To the best of the knowledge and belief of the undersigned after due diligence, there are no actions, suits, proceedings, inquiries or investigations existing, pending or threatened, affecting the Corporation in any court or before any federal, provincial or municipal or other government department, commission, board, tribunal, bureau or agency, Canadian or foreign, which might materially adversely affect the financial condition, property, assets, operations or business of the Corporation.
8. The Corporation is not insolvent, and no proceedings have been taken, or to the best of my knowledge, is pending or threatened in connection with the dissolution, liquidation, winding-up, bankruptcy or insolvency of the Corporation

IN WITNESS WHEREOF I have signed the certificate as at the 26th day of August, 2022



Name: Greg Hoath

Title: Treasurer

EXHIBIT "A"

Articles of I.U.O.E. 772 UNION HALL INC.

EXHIBIT "B"

CERTIFICATE OF STATUS OF I.U.O.E. 772 UNION HALL INC.

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EXHIBIT "C"

Borrowing By-law of I.U.O.E. 772 UNION HALL INC.



**EXHIBIT "D"**

**Certificate of Incumbency of I.U.O.E. 772 UNION HALL INC.**

EXHIBIT "E"

Certified copy of Resolution of I.U.O.E. 772 UNION HALL INC.

RESOLUTION OF THE DIRECTORS

OF

L.U.O.E. 772 UNION HALL INC.  
(the "Corporation")

WHEREAS the Corporation is and may be further indebted and liable to FIRSTONTARIO CREDIT UNION LIMITED ("FOCU") for debts and liabilities incurred or to be incurred to FOCU in the course of its business as a Credit Union and it is in the interests of the Corporation to give FOCU security for such present and future indebtedness and liability by way of a Guarantec and Postponement of Claim in support of a First charge for the principal sum of \$300,000.00 over the property municipally known as 7-2605 Binbrook Rd, Binbrook, Ontario given by L.U.O.E. 772 UNION HALL INC. and such further and other security prescribed by the Commitment Letter dated August 3, 2022 (the "Security Documents").

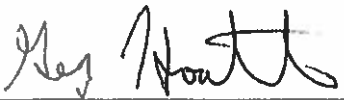
RESOLVED:


1. That to secure all of the present and future indebtedness and liability to FOCU direct or indirect, absolute or contingent, matured or not, wheresoever and howsoever incurred, whether incurred as principal or surety, whether incurred alone or with another or others, and whether arising from dealings between FOCU and the Corporation, the Corporation give security by way of the Security Documents in the forms or substantially the forms of and upon the property described in the draft Security Documents now submitted to the Director.
2. That the Treasurer, Greg Hoath, is hereby authorized for and on behalf of the Corporation to execute and deliver to FOCU the Security Documents in the forms of the said drafts with such alterations, additions, amendments and deletions as may be approved by the persons executing the same, whose signatures shall be conclusive evidence of such approval and that the Security Documents as executed are the Security Documents authorized by this resolution.
3. The individual designated in paragraph 2 is hereby authorized for and in the name of the Corporation to execute and deliver all such other documents and to do all such other acts and things as may be necessary or desirable to give effect to this resolution or as may be reasonably required by FOCU.

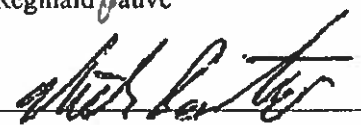
The foregoing Resolution is hereby consented to and passed by the Directors of the Corporation pursuant to the Corporations Act, as evidenced by their signatures hereto.

DATED the 26th day of August, 2022

  
\_\_\_\_\_  
Greg Black

  
\_\_\_\_\_  
Greg Hoath

  
\_\_\_\_\_  
Reginald Hauve

  
\_\_\_\_\_  
Nick Pantalco



## RESOLUTIONS OF THE BOARD OF DIRECTORS

OF

I.U.O.E. 772 UNION HALL INC.  
(the Corporation)

### I. INCOMPLETE CORPORATE RECORDS

#### RECITALS:

- (A) The Corporation was incorporated by Letters Patent under Part III of the *Corporations Act* (Ontario) on December 13, 1999 and, effective as of October 19, 2021, has been governed by the Ontario *Not-for-Profit Corporations Act* (the “Act”).
- (B) The members of the International Union of Operating Engineers Local 772 (the “**Union**”) who reside in Ontario and who are in good standing are all the members of the Corporation (the “**Union Members**”).
- (C) The directors of the Corporation acknowledge that the minute book of the Corporation containing the corporate records is incomplete with respect to the absence of minutes and resolutions of the directors and members to (i) make and confirm the general operating by-law and borrowing by-law, (ii) approve the election and retirement of directors and former directors, (iii) approve the changes in the fixed number of directors, (iv) approve the admission and retirement of members and former members, (v) approve the appointment and retirement of officers and former officers, (vi) conduct annual proceedings to approve financial statements for each completed financial year end, (vii) approve changes in the head/registered office address, (viii) approve the appointment of the auditors and changes in former auditors, and (ix) document such other outstanding corporate matters (the “**Missing Corporate Records**”) during the period from December 13, 1999 to the date hereof (the “**Period**”) with respect to the corporate proceedings of the Corporation (the “**Outstanding Corporate Matters**”).
- (D) Notwithstanding the Outstanding Corporate Matters resulting from the Missing Corporate Records, the directors of the Corporation acknowledge and confirm that the Outstanding Corporate Matters during the Period were documented and included as part of the minutes and resolutions of the directors and Union Members.
- (E) To complete the corporate records of the Corporation and to minimize any ambiguity, it is in order for the directors to consider and, if appropriate, approve, ratify and confirm the Outstanding Corporate Matters to the fullest extent possible, and for the corporate structure of the Corporation to be approved, ratified and confirmed for all purposes.

**NOW THEREFORE IT IS RESOLVED** that in spite of the Outstanding Corporate Matters and any defects or irregularities in the corporate proceedings of the Corporation resulting from the Missing Corporate Records during the Period or otherwise, the Outstanding Corporate Matters, as ratified by these resolutions, except for willful neglect and fraud, are approved, ratified, adopted and confirmed for all purposes including the following:

**A. BY-LAWS**

**RESOLVED** that:

1. By-law No. 1, being the general operating by-law of the Corporation, dated December 13, 1999 (which is partially-signed), and By-law No. 2, being the borrowing by-law, dated December 13, 1999, which is unsigned (collectively, the “**Old By-laws**”), are repealed, effective as of the date hereof, but such repeal shall not affect the previous operation of the Old By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder;
2. By-law Number 3, being the new general operating by-law of the Corporation in compliance with the Act, replaces and supersedes in its entirety By-law No. 1, and is in effect as of the date hereof, and any two (2) officers of the Corporation are authorized and directed to sign this by-law;
3. By-law Number 4, being the new borrowing by-law of the Corporation, replaces and supersedes in its entirety By-law No. 2, and is in effect as of the date hereof, and any two (2) officers of the Corporation are authorized and directed to sign this by-law; and
4. By-laws Numbers 3 and 4 are directed to be submitted to the Union Members for confirmation at their next meeting, which confirmation shall be evidenced by a certificate addressed to the directors of the Corporation, signed by an officer of the Union.

**B. ELECTION AND RETIREMENT OF CURRENT AND FORMER DIRECTORS**

**RESOLVED** that:

1. the election of the current directors of the Corporation, as more particularly set out below, effective as of the dates set opposite their respective names, are approved, ratified and confirmed for all purposes:

<b>Director</b>	<b>Date Elected</b>
Greg Scott Hoath	December 13, 1999
Greg Black	May 2, 2009
Reginald Sauve	May 14, 2011
Nick Pantaleo	October 14, 2006

2. any and all former directors of the Corporation during the Period are removed as directors of the Corporation effective as of the respective dates that they resigned or otherwise ceased as directors of the Corporation without any further action required to be taken;

3. for greater certainty, it is confirmed that all acts, corporate proceedings, by-laws or contracts, as the case may be, taken, passed, made, signed, done or entered into by such former directors while they were directors of the Corporation are hereby confirmed, ratified and approved for all purposes.

**C. FIXED NUMBER OF DIRECTORS**

**RESOLVED** that the current number of directors of the Corporation is fixed at **four (4)** and any and all previous changes to the fixed number of directors during the Period are approved, ratified and confirmed for all purposes.

**D. ADMISSION OF MEMBERS AND CESSATION OF FORMER MEMBERS**

**RESOLVED** that:

1. the current Union Members are confirmed as all the members of the Corporation as recorded in the books and records of the Union;
2. for greater certainty, it is acknowledged and confirmed that (i) upon Union Members becoming members of the Union, they shall automatically be admitted as members of the Corporation without any further action required to be taken, and (ii) upon Union Members ceasing to be members of the Union, they shall automatically be deemed to have ceased as members of the Corporation without any further action required to be taken; and
3. all former Union Members during the Period are removed as members of the Corporation effective as of the respective dates that they ceased as Union Members without any further action required to be taken.

**E. APPOINTMENT AND RETIREMENT OF CURRENT AND FORMER OFFICERS**

**RESOLVED** that:

1. the appointment of the current officers of the Corporation to the indicated offices of the Corporation, as more particularly set out below, effective as of the dates set opposite their respective names, are approved, ratified and confirmed for all purposes:

<b>Office Held</b>	<b>Name</b>	<b>Date Appointed</b>
Chair	Greg Scott Hoath	January 18, 2003
President	Greg Black	May 2, 2009
Vice-President	Reginald Sauve	May 14, 2011
Secretary	Nick Pantaleo	October 14, 2006

2. any and all former officers of the Corporation during the Period are removed from their respective offices of the Corporation, effective as of the respective dates that they resigned or otherwise ceased as officers of the Corporation without any further action required to be taken; and

3. for greater certainty, it is confirmed that all acts, corporate proceedings, by-laws or contracts, as the case may be, taken, signed or entered into by such officers while they held such offices of the Corporation, as noted above, are hereby approved, ratified and confirmed for all purposes.

**G. ANNUAL PROCEEDINGS**

**RESOLVED** that in order to comply with the requirements of the Act with respect to the holding of annual meetings of the directors and members of the Corporation in respect of each of the financial years ended **December 31, 1999** through to and including **December 31, 2021**, the directors acknowledge and confirm that the proceedings of the directors and members of the Corporation are included as part of the annual proceedings of the directors and Union Members and are deemed to satisfy all the annual meeting requirements of the Act, namely:

- (a) the approval and receipt by the directors and members of the financial statements of the Corporation for each of the financial years ended **December 31, 1999** through to and including **December 31, 2021**;
- (b) the election of the following four (4) persons as the current directors of the Corporation until the next annual meeting of members and Union Members, as the case may be:

Greg Black  
 Greg Scott Hoath  
 Nick Pantaleo  
 Reginald Sauve

- (c) the appointment of **Vine & Partners LLP** as the current auditor of the Corporation in respect of the financial year ending December 31, 2022 and it is confirmed that any and all former auditors of the Corporation ceased to act as auditors of the Corporation;
- (d) the appointment of the following persons as the current officers of the Corporation for the ensuing year or until their respective successors are appointed:

<b>Office</b>	<b>Name</b>
Chair	Greg Scott Hoath
President	Greg Black
Vice-President	Reginald Sauve
Secretary	Nick Pantaleo



**H. CHANGE OF REGISTERED OFFICE ADDRESS****RESOLVED** that:

1. the following registered office address of the Corporation is approved, ratified and confirmed for all purposes:

1030 Upper James Street  
Suite 401  
Hamilton, ON L9C 6X6

2. any and all changes to the former head office address or registered office address, as the case may be, are approved, ratified and confirmed for all purposes.

**I. CORPORATE RECORDS OFFICE ADDRESS**

**RESOLVED** that, until otherwise changed by the directors, the corporate records office address of the Corporation where the corporate records of the Corporation shall be maintained in accordance with the Act shall be the current registered office address of the Corporation or such other address as may be determined by the board of directors from time to time.

**J. CONFIRMATION OF CORPORATE STRUCTURE**

**RESOLVED** that in spite of any defects or irregularities in the election of directors, the admission of members of the Corporation and the appointment of officers, the directors confirm that, for greater certainty, the following is the current corporate structure of the Corporation as at the date hereof and is approved, ratified and confirmed for all purposes:

**Current Directors**

The following persons are all the directors of the Corporation as at the date hereof, effective as of the indicated dates:

<b>Director</b>	<b>Date Elected</b>
Greg Scott Hoath	December 13, 1999
Greg Black	May 2, 2009
Reginald Sauve	May 14, 2011
Nick Pantaleo	October 14, 2006

**Current Members**

The current Union Members are confirmed as all the members of the Corporation as recorded in the books and records of the Union.

**Current Officers**

The following persons are all the officers of the Corporation who hold the indicated offices of the Corporation as at the date hereof:

<b>Office Held</b>	<b>Name</b>	<b>Date Appointed</b>
Chair	Greg Scott Hoath	January 18, 2003
President	Greg Black	May 2, 2009
Vice-President	Reginald Sauve	May 14, 2011
Secretary	Nick Pantaleo	October 14, 2006

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Signature page follows.*

**DIRECTORS OF THE CORPORATION**

Each of the foregoing resolutions is signed by all the directors of the Corporation. These resolutions may be signed and delivered in counterpart and/or by electronic facsimile or by such other electronic means.

**DATED:** August 26, 2022.

\_\_\_\_\_  
**Greg Black**

\_\_\_\_\_  
**Greg Scott Hoath**

\_\_\_\_\_  
**Nick Pantaleo**

\_\_\_\_\_  
**Reginald Sauve**

**DIRECTORS OF THE UNION**

Each of the foregoing resolutions is confirmed by all the directors of the Union. These resolutions may be signed and delivered in counterpart and/or by electronic facsimile or by such other electronic means.

**DATED:** August 26, 2022.

\_\_\_\_\_  
**Greg Black**

\_\_\_\_\_  
**Greg Scott Hoath**

\_\_\_\_\_  
**Nick Pantaleo**

\_\_\_\_\_  
**Reginald Sauve**

\_\_\_\_\_  
**Catarina Rotondo**

\_\_\_\_\_  
**Richard Chung**

\_\_\_\_\_  
**Keith Ryckman**

\_\_\_\_\_  
**Edward Chung**

\_\_\_\_\_  
**Ian Murray**

\_\_\_\_\_  
**Rob Filice**

