

HOSPICE WELLINGTON

**BORROWING BY-LAW
NUMBER TWO (2)**

FEBRUARY 2010

HOSPICE WELLINGTON

BY-LAW NUMBER 2

A by-law relating to borrowing of money, the issuing of securities and the securing of liabilities by HOSPICE WELLINGTON

WHEREAS HOSPICE WELLINGTON was incorporated by Letters Patent issued by the Ministry Of Consumer and Commercial Relations (Ontario) on the 26th day of January, 1994;

AND WHEREAS the Letters Patent of HOSPICE WELLINGTON (hereinafter referred to as the "Corporation") was established for the following objects:

BE IT RESOLVED and enacted as by-law Number 2 of HOSPICE WELLINGTON as follows:

ARTICLE 1.00 INTERPRETATION

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

- .01** The singular includes the plural;
- .02** The masculine includes the feminine;
- .03** "Board" means the Board of Directors of the Corporation;
- .04** "Corporation" means HOSPICE WELLINGTON and any successor incorporated corporation within the meaning of *The Corporations Act* as defined herein;
- .05** "*Corporations Act*" means the *Corporations Act*, R.S.O. 1990, Chapter 89, and any statute amending or enacted in substitution therefore, from time to time;
- .06** "documents" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- .07** "Directors" means those persons elected to the Board as stipulated herein;
- .08** "Member" means a person who has been admitted to membership in the Corporation by the Board of Directors as stipulated herein.

1.02 All terms defined in the *Corporations Act* have the same meaning in this by-law and all other by-laws and resolutions of the Corporation.

ARTICLE 2.00 BORROWING BY THE CORPORATION

2.01 Subject to the limitations set out in the by-laws or in the Letters Patent of the Corporation, the Board may:

- .01** borrow money on the credit of the Corporation;
- .02** issue, sell or pledge securities of the Corporation; or
- .03** charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation,

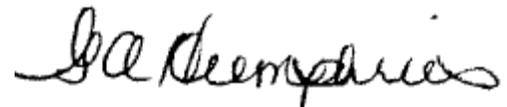
provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

2.02 From time to time, the Board may authorize any director, officer or employee of the Corporation, or any other person to make proposals and recommendations to the Board with reference to the money so borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor.

ARTICLE 3.00 EFFECTIVE DATE

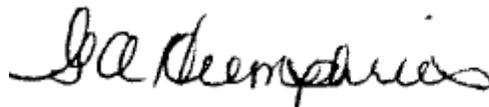
This by-law shall come into force without further formality upon its enactment.

Passed by at least 2/3 of the Directors of the Corporation at a meeting properly held and constituted as evidenced by the signature of the Secretary of the Corporation this 18th day of May, 2010.



Geryl Humphries,
Secretary

Passed by at least 2\3 of the Members of the Corporation at a meeting properly held and constituted as evidenced by the signature of the Secretary of the Corporation this 16th day of June 2010.



Geryl Humphries
Secretary