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WI 63354 CSW
Sep 9/09

Ontario Corporation Number
Numéro de la personne morale en Ontario

1793377

1.



Ministry of
Government Services

Ministère des
Services gouvernementaux

Ontario

LETTERS PATENT

This application constitutes the charter
of the corporation which is issued by
these Letters Patent dated this

LETTRES PATENTES

La présente demande forme la charte de la
société constituée en personne morale
par lettres patentes daté le

JUNE 03 JUIN, 2009

Minister of
Government Services

Le ministre des Services
gouvernementaux

K. [Signature]
Director / Directrice

per/par

**APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE CAPITAL
REQUÊTE EN CONSTITUTION D'UNE PERSONNE MORALE SANS CAPITAL ACTIONS**

Form 2
Corporations
Act

Formule 2
Loi sur les
personnes
morales

1. The name of the corporation is/Dénomination sociale de la personne morale :

S	M	I	T	H	S	F	A	L	L	S	C	O	M	M	U	N	I	T	Y	F	O	O	D	B	A
N	K																								

2. The address of the head office of the corporation is/Adresse du siège social:

[Redacted address]

(Street & No., or R.R. No., or Lot & Concession No., or Lot & Plan No., Post Office Box No. not acceptable; if Multi-Office Building give Room No.)

(Rue et numéro, ou R.R. et numéro, ou numéro de lot et de concession, ou numéro de lot et de plan; numéro de boîte postale inacceptable; s'il s'agit d'un édifice à bureaux, numéro du bureau)

[Redacted municipality and postal code]

(Name of Municipality)
(Nom de la municipalité)

(Postal Code/Code postal)

3. The applicants who are to be the first directors of the corporation are:
Requérants appelés à devenir les premiers administrateurs de la personne morale :

Name in full, including all first, middle names
Nom et prénoms au complet

Address for service, giving Street & No., or R.R., No. or Lot & Concession No.,
or Lot & Plan No., and Postal Code (Post Office Box No. not acceptable)
Domicile élu y compris la rue et le numéro ou la R.R. et le numéro, ou le numéro
de lot et de concession, ou le numéro de lot et de plan, ainsi que le code postal (Numéro
de boîte postale inacceptable)

GORDON ALFRED GIFF

ALICE JANE BLACK

EDITH JOYCE COUSINS

4. The objects for which the corporation is incorporated are:
Objets pour lesquels la personne morale est constituée:

1. The Corporation's mission is to provide food security for all individuals and families in Smiths Falls (Population 9,000) and the surrounding areas (Population approx. 11,000) totaling 20,000 adults and children and to do so in a way as to maintain the dignity and confidentiality of clients in a diplomatic and respectful manner.
2. Providing nutritious snacks and food assistance to local primary school breakfast programme.
3. Providing food (cereal etc.) to high school breakfast programme.
4. Assist salvation army with food for annual Christmas Hamper programme.
5. Supply some food for local Lions Club weekly Luncheon for poor and needy people.

5. The special provisions are/Dispositions particulières:

The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in promoting its objects.

La personne morale doit exercer ses activités sans rechercher de gain pécuniaire pour ses membres, et tout bénéfice ou tout accroissement de l'actif de la personne morale doit être utilisé pour promouvoir ses objets.

The Directors and those directors who also serve as officers, serve as directors and officers without remuneration, and no director shall directly or indirectly receive any profit from his or her position as director, provided that a director or officer may be paid reasonable expenses incurred by him or her in performance of their duties.

Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property and assets shall be distributed and disposed of to Salvation Army, Smiths Falls, Ontario and or other not for profit organizations; whose objects are beneficial to the community.

6. The names and address for service of the applicants:
Nom et prénoms et domicile élu des requérants :

4.

Name in full, including all first, middle names
Nom et prénoms au complet

Address for service, giving Street & No., or R.R., No. or Lot & Concession No., or Lot & Plan No., and Postal Code (Post Office Box No. not acceptable)
Domicile élu y compris la rue et le numéro ou la R.R. et le numéro, ou le numéro de lot et de concession, ou le numéro de lot et de plan, ainsi que le code postal (Numéro de boîte postale inacceptable)

Gordon Alfred Giff
Alice Jane Black
Edith Joyce Cousens

This application is executed in duplicate.
La présente requête est faite en double exemplaire.

Signature des requérants

GORDON ALFRED GIFF

ALICE JANE BLACK

EDITH JOYCE COUSENS

THE TAY RIDEAU FOOD BANK CONSTITUTION

DEFINITIONS:

“AFFILIATE” means a group or organization prepared to assist the Food Bank in meeting its prime objective of distributing food to those in need, which has been recognized by the Food Bank for such purpose:

“FOOD BANK” means The Tay Rideau Food Bank

“MEMBER” means an individual person accepted for membership or a group or organization recognized as an affiliate, according to the conditions hereinafter provided;

“OFFICER” means officer of the Board, the president, secretary, treasurer. It may also include such other officers as the Board of Directors may appoint;

“SPECIAL GENERAL MEETING” means any general meeting of the members of the Food Bank, other than the Annual General Meeting;

“DIRECTOR” means a voting member of the Board of Directors.

PURPOSE:

1. The purpose of this organization shall be to provide for and support individuals and families in need of food.

CONDITIONS OF MEMBERSHIP:

2. All directors are members.
3. Membership in the Food Bank shall be open to groups and organizations qualifying as affiliates and to individuals who subscribe to the objectives of the Food Bank and are willing to be of service or offer financial assistance.
4. Each membership, whether of affiliate groups or of individuals, shall be determined by resolution of the Board by a simple majority vote. Such membership will take effect thirty (30) days thereafter.
5. Upon recognition as an affiliate, the group or organization concerned shall name a delegate, who shall, subject to a delay of 30 days, have the privileges of membership, including the right to stand for election to the board.
6. Membership in the Food Bank may be cancelled by a majority of the directors present at any duly constituted meeting of the Board, on evidence that the member no longer shares or supports the objectives of the Food Bank or persists in conduct in conflict with those objectives. The decision of the board shall be final. Not less than 5 days' written notice of such meeting shall be given to the member in question, who shall be entitled to attend, with or without legal counsel, to make representations. The vote shall be by secret ballot. The foregoing conditions apply, as well, for suspension or withdrawal of affiliate status, except that the Board's decision to withdraw recognition must be ratified by a two-thirds vote of the members of the Food Bank present at a general or special meeting.
7. Upon suspension or withdrawal of affiliate status of a group or organization, in accordance with Section 6, the membership of its delegates shall terminate. The membership of the delegates shall also terminate in the event the group or organization gives notice of its intention not to maintain affiliate status.

BOARD OF DIRECTORS:

8. The affairs of the Food Bank shall be managed by a Board of Directors consisting of a minimum five (5) and a maximum of eleven (11) directors
- 8.01 DELETED NOVEMBER 22, 1999
- 8.02 DELETED NOVEMBER 22, 1999
- 8.03 The Past-President of the Food Bank shall be a member of the Board of Directors.
- 8.04 Honorary Directors are members appointed by the Board to serve on the Board in a non-voting, advisory capacity. They may be re-appointed on an annual basis.
9. The members of the Food Bank may, by resolution passed by at least two-thirds of the votes cast at a special or annual general meeting, of which notice specifying the intention to pass such a resolution has been given, remove any director before the expiration of his/her term of office and may, by majority of votes cast at the meeting, elect any person in his/her stead for the remainder of the term of office.
10. Fifty percent of the directors, and not less than four (4), shall form a quorum for the transaction of business.
11. Meetings of the Board shall be held as often as may be required, but at least every three months and shall be called by the President.
12. A special meeting of the Board shall be called on the instructions of any four members thereof, provided they request the President in writing to call such a meeting and state the business to be brought before the meeting.
13. Meetings of the Board shall be called by ten days notice in writing, mailed to each director or by three days notice by facsimile, telegram or telephone.
14. If any board member, without good reason, misses three (3) consecutive duly called and constituted board meetings, that member shall immediately be subject to removal from the Board of Directors, unless in the opinion of a majority of the whole of the Board, by a recorded vote, that said person should remain as a member of the Board of Directors.
15. In the event of resignation by a board member, said member may be replaced by the Board of Directors at any duly called and constituted meeting of the Board.
16. The Board may elect new directors up to the maximum number as it sees fit. The new directors wishing to remain on the board must stand for re-election by the members at the next annual general meeting.
17. Members of the Board of Directors shall not receive remuneration in any form.
18. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted.

- ☾ The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors from time to time.
20. The Board of Directors shall fix the remuneration of all agents and employees by resolution.

INDEMNITIES TO DIRECTORS AND OTHERS:

21. Every director or officer of the Food Bank or other person who has undertaken or is about to undertake any liability on behalf of the Food Bank or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Food Bank, from and against:
- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her in or about the execution of the duties of his/her office or in respect of any such liability;
 - (b) all other costs, charges and expenses, which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

The Board will ensure adequate liability insurance is provided as needed.

POWERS OF DIRECTORS:

22. The Board of Directors of the Food Bank may administer affairs of the Food Bank in all things and make or cause to be made for the Food Bank, in its name, any kind of contract which the Food Bank may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Food Bank is by its charter or otherwise authorized to exercise and do.
23. The Board of Directors shall have power to authorize expenditures on behalf of the Food Bank from time to time and may delegate by resolution to an officer or officers of the Food Bank the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the object of the Food Bank. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Food Bank in accordance with such terms as the Board of Directors may prescribe.
24. The Board of Directors shall take such steps as may be required to enable the Food Bank to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objects of the Food Bank.

26. The Board of Directors is empowered to appoint committees for the purpose of carrying out the business of the Food Bank.

MEETINGS:

26. The Food Bank shall hold an annual general membership meeting on or before November 30 in each year, of which meeting ten days notice shall be given.
27. At this annual meeting, there shall be an election of directors to replace those whose term has expired.
28. At the annual meeting, in addition to any other business that may be transacted, the report of the Board of Directors, of the financial statements and the report of the auditor shall be presented and a Board of Directors elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors or the President shall have power to call, at any time, a general meeting of the Food Bank.
29. A quorum at all general membership meeting shall consist of five (5) members of the Food Bank, including a minimum of four directors.
30. A special general meeting of the Food Bank may be called by five (5) members thereof, provided they request the Board in writing to call such a meeting and state the business to be brought before the meeting.
31. Ten (10 days') prior notice shall be given of any special general meeting of members.

VOTING:

32. At all meetings of the Food Bank, including Board Meetings, every question shall be determined by a majority of votes unless otherwise specified by the constitution. The Chair will only vote in case of a tie.

OFFICERS:

33. DELETED NOVEMBER 26, 2001.

34. President

- (a) shall preside at all meetings of the board;
- (b) shall be an ex officio member of all committees;
- (c) shall perform such other duties as may be specified by the board.

35. Secretary

- (a) shall attend all meetings of the board and the Food Bank and ensure that the minutes of all such meetings are recorded and preserved;
- (b) shall perform such other duties as may be specified by the board.

36. Treasurer

- (a) shall be responsible for the books of the Food Bank;
- (b) shall present the annual budget and annual financial statements;
- (c) shall perform such other duties as may be specified by the board.

EXECUTION OF DOCUMENTS:

37. Contracts, documents or any instruments in writing requiring the signature of the Food Bank, shall be signed by any two officers authorized by the Board and all contracts, documents and instruments in writing so signed shall be binding upon the Food Bank without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Food Bank to sign specific contracts, documents and instruments in writing. The directors may give the Food Bank's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Food Bank.

BORROWING:

38. The borrowing power of the Food Bank shall be exercised only after approval of two-thirds of the Board members.

AUDITING:

39. The fiscal year of the Food Bank shall be from the 1st day of October of the 30th day of September.

40. The books, accounts and records of the Food Bank shall be audited by a duly qualified accountant in preparation for the annual general meeting and at other times as required by the Board.

41. The books and records of the Food Bank may be inspected by any member of the Food Bank at the annual general meeting provided for herein, or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each member of the board shall at all time have access to the books and records.

42. The members shall at each annual meeting appoint an auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

RULES, PROCEDURES AND STANDARDS:

43. The Board of Directors shall have the power to institute and amend rules, procedures and standards for the affairs of the Food Bank, provided they are not inconsistent with the present constitution.

AMENDMENTS:

44. This Constitution may be rescinded, altered or added to by special resolution of the Food Bank, passed by a majority of not less than two-thirds of such members entitled to vote as are present in person at a special or annual general meeting, of which the required notice has been given. This notice must state that the purpose of the meeting is to amend the Constitution and that any member may request the details of the proposed amendment(s).

45. The INTENT is: The Organization will be carried out without purpose of gain for its members. Any profits shall be used solely to promote its purpose to supply food to the needy.

ELECTION PROCEDURES:

46. A nominating committee of at least 3 persons will be appointed at the October General Meeting. They will seek out and present the name(s) of a person(s) willing to stand for each position if possible.

ELECTION PROCEDURES CONT'D:

All persons nominated must be present to accept or decline the nomination or a letter must be present stating that they will stand for that office, the letter must be signed by the nominee.

At the Annual General Meeting (November) elections for: Chairperson, Vice Chair, Treasurer and Secretary will take place as follows:

The Chair (Nominating Committee) will call three times for nominations for each position. New Nominee, if any, will be asked if they will stand for election. If only one person stands for each position they will be considered elected by acclamation. If there are more than one person nominated for any office, a vote will be taken by ballot, a majority of one or more votes will name the elected person.

A motion to destroy all ballots will be entertained at the closing of elections.

The board may fill by appointment any position that is or becomes vacant at any meeting of the board except at the Annual General Meeting.

February 16, 1997

THE TAY RIDEAU FOOD BANK CONSTITUTION

DEFINITIONS:

"AFFILIATE" means a group or organization prepared to assist the Food Bank in meeting its prime objective of distributing food to those in need, which has been recognized by the Food Bank for such purpose;

"FOOD BANK" means The Tay Rideau Food Bank;

"MEMBER" means an individual person accepted for membership or a group or organization recognized as an affiliate, according to the conditions hereinafter provided;

"OFFICER" means officer of the Board, the president, vice-president, secretary, treasurer. It may also include such other officers as the Board of Directors may appoint;

"SPECIAL GENERAL MEETING" means any general meeting of the members of the Food Bank, other than the Annual General Meeting;

"DIRECTOR" means a voting member of the Board of Directors.

PURPOSE

1. The purpose of this organization shall be to provide for and support individuals and families in need of food.

CONDITIONS OF MEMBERSHIP

2. All directors are members.
3. Membership in the Food Bank shall be open to groups and organizations qualifying as affiliates and to individuals who subscribe to the objectives of the Food Bank and are willing to be of service or offer financial assistance.
4. Each membership, whether of affiliate groups or of individuals, shall be determined by resolution of the Board by a simple majority vote. Such membership will take effect thirty (30) days thereafter.
5. Upon recognition as an affiliate, the group or organization concerned shall name a delegate, who shall, subject to a delay of 30 days, have the privileges of membership, including the right to stand for election to the Board.
6. Membership in the Food Bank may be cancelled by a majority of the directors present at any duly constituted meeting of the Board, on evidence that the member no longer shares or supports the objectives of the Food Bank or persists in conduct in conflict with those objectives. The decision of the board shall be final. Not less than 5 days' written notice of such meeting shall be given to the member in question, who shall be entitled to attend, with or without legal counsel, to make representations. The vote shall be by secret ballot. The foregoing conditions apply, as well, for suspension or withdrawal of affiliate status, except

that the Board's decision to withdraw recognition must be ratified by a two-thirds vote of the members of the Food Bank present at a general or special meeting.

7. Upon suspension or withdrawal of affiliate status of a group or organization, in accordance with Section 6, the membership of its delegates shall terminate. The membership of the delegates shall also terminate in the event the group or organization gives notice of its intention not to maintain affiliate status.

BOARD OF DIRECTORS

8. The affairs of the Food Bank shall be managed by a Board of Directors consisting of a minimum of five (5) and a maximum of eleven (11) directors.

8.01 Each year, one half of the directors, or the next smaller number in the event of an uneven total number, shall be elected to serve for a term of two years. The remainder will serve for one year.

8.02 No director may occupy the same office for more than three consecutive terms of two years.

8.03 The Past-President of the Food Bank shall be a member of the board of Directors.

8.04 Honourary Directors are members appointed by the Board to serve on the Board in a non-voting, advisory capacity. They may be re-appointed on an annual basis.

9. The members of the Food Bank may, by resolution passed by at least two-thirds of the votes cast at a special or annual general meeting, of which notice specifying the intention to pass such a resolution has been given, remove any director before the expiration of his/her term of office and may, by majority of votes cast at the meeting, elect any person in his/her stead for the remainder of the term of office.
10. Fifty percent of the directors, and not fewer than four (4), shall form a quorum for the transaction of business.
11. Meetings of the Board shall be held as often as may be required, but at least every three months and shall be called by the President.
12. A special meeting of the Board shall be called on the instructions of any four members thereof, provided they request the President in writing to call such a meeting and state the business to be brought before the meeting.
13. Meetings of the Board shall be called by ten days notice in writing, mailed to each director, or by three days notice by facsimile, telegram or telephone.
14. If any board member, without good reason, misses three (3) consecutive duly called and constituted board meetings, that member shall immediately be subject to removal from the Board of Directors, unless in the opinion of a majority of the whole of the Board, by a recorded vote, that said person

should remain as a member of the Board of Directors.

15. In the event of resignation by a board member, said member may be replaced by the Board of Directors at any duly called and constituted meeting of the Board.
16. The Board may elect new directors up to the maximum number as it sees fit. The new directors wishing to remain on the board must stand for re-election by the members at the next annual general meeting.
17. Members of the Board of Directors shall not receive remuneration in any form.
18. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted.
19. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors from time to time.
20. The remuneration of all agents and employees shall be fixed by the Board of Directors by resolution.

INDEMNITIES TO DIRECTORS AND OTHERS

21. Every director or officer of the Food Bank or other person who has undertaken or is about to undertake any liability on

behalf of the Food Bank or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Food Bank, from and against:

- a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her in or about the execution of the duties of his/her office or in respect of any such liability;
- b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

The Board will ensure adequate liability insurance is provided as needed.

POWERS OF DIRECTORS

22. The Board of Directors of the Food Bank may administer affairs of the Food Bank in all things and make or cause to be made for the Food Bank, in its name, any kind of contract

which the Food Bank may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Food Bank is by its charter or otherwise authorized to exercise and do.

23. The Board of Directors shall have power to authorize expenditures on behalf of the Food Bank from time to time and may delegate by resolution to an officer or officers of the Food Bank the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the Food Bank. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Food Bank in accordance with such terms as the Board of Directors may prescribe.

24. The Board of Directors shall take such steps as may be required to enable the Food Bank to acquire, accept, solicit or receive legacies, gifts, grants, settlement, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objects of the Food Bank.

25. The Board of Directors is empowered to appoint committees for the purpose of carrying out the business of the Food Bank.

MEETINGS

26. The Food Bank shall hold an annual general membership meeting on or before November 30 in each year, of which meeting ten days notice shall be given.
27. At this annual meeting, there shall be an election of directors to replace those whose term has expired.
28. At the annual meeting, in addition to any other business that may be transacted, the report of the Board of Directors, of the financial statements and the report of the auditor shall be presented and a Board of Directors elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors or the President shall have power to call, at any time, a general meeting of the Food Bank.
29. A quorum at all general membership meetings shall consist of five (5) members of the Food Bank, including a minimum of four directors.
30. A special general meeting of the Food Bank may be called by five (5) members thereof, provided they request the Board in writing to call such a meeting and state the business to be brought before the meeting.
31. Ten (10) days' prior notice shall be given of any special general meeting of members.

VOTING

32. At all meetings of the Food Bank, including Board Meetings, every question shall be determined by a majority of votes unless otherwise specified by the constitution. The Chair will only vote in case of a tie.

OFFICERS

33. Officers of the board shall be elected at the first regular board meeting following the annual general meeting. Positions coming vacant in the interim shall be filled by election by the Board.

DUTIES OF OFFICERS

34. President

- (a) shall preside at all meetings of the board;
- (b) shall be an ex officio member of all committees;
- (c) shall perform such other duties as may be specified by the board.

35. Vice-president

- (a) shall assist the president and perform the duties of the president in his or her absence or temporary inability to serve;
- (b) such other duties as may be specified by the Board.

36. Secretary

- (a) shall attend all meetings of the board and the

Food Bank and ensure that the minutes of all such meetings are recorded and preserved;

(b) shall perform such other duties as may be specified by the board.

37. Treasurer

(a) shall be responsible for the books of the Food Bank;

(b) shall present the annual budget and annual financial statements;

(c) shall perform such other duties as may be specified by the board.

EXECUTION OF DOCUMENTS

38. Contracts, documents or any instruments in writing requiring the signature of the Food Bank, shall be signed by any two officers authorized by the Board and all contracts, documents and instruments in writing so signed shall be binding upon the Food Bank without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Food Bank to sign specific contracts, documents and instruments in writing. The directors may give the Food Bank's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Food Bank.

BORROWING

39. The borrowing power of the Food Bank shall be exercised only after approval of two-thirds of the Board members.

AUDITING

40. The fiscal year of the Food Bank shall be from the 1st day of October to the 30th day of September.
41. The books, accounts and records of the Food Bank shall be audited by a duly qualified accountant in preparation for the annual general meeting and at other times as required by the Board.
42. The books and records of the Food Bank may be inspected by any member of the Food Bank at the annual general meeting provided for herein, or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each member of the board shall at all times have access to the books and records.
43. The members shall at each annual meeting appoint an auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

RULES, PROCEDURES AND STANDARDS

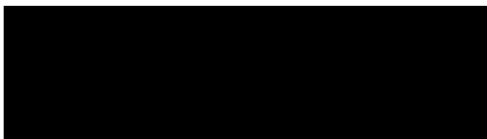
44. The Board of Directors shall have the power to institute and

amend rules, procedures and standards for the affairs of the Food Bank, provided they are not inconsistent with the present constitution.

AMENDMENTS

45. This Constitution may be rescinded, altered or added to by special resolution of the Food Bank, passed by a majority of not less than two-thirds of such members entitled to vote as are present in person at a special or annual general meeting, of which the required notice has been given. This notice must state that the purpose of the meeting is to amend the Constitution and that any member may request the details of the proposed amendment(s).

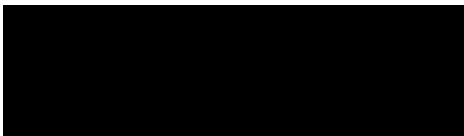
Certified copy dated February 6, 1997.



Diane Greco

Secretary

IN WITNESS WHEREOF we have hereunto set our hands at Smiths Falls, Ontario, on the 20th day of Feb, 1997.



WILMA DATWAY

PRESIDENT

[REDACTED]

[REDACTED]

TREASURER

Jean M. Aquan