

DATED: _____ 19

MIDDLESEX CONDOMINIUM
CORPORATION NO.

BY-LAW NO. 1

IVEY & DOWLER
380 Wellington Street
London, Ontario
N6A 5B5

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MIDDLESEX CONDOMINIUM CORPORATION NO.

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of
Middlesex Condominium Corporation No.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of
MIDDLESEX CONDOMINIUM CORPORATION NO. AS FOLLOWS:

DEFINITIONS

1. (1) The terms used herein shall have ascribed to them the definitions contained in The Condominium Act (Ontario) and all amendments thereto (hereinafter referred to as the "Act") unless such word or words are otherwise qualified herein.
- (2) Declarant means London Medical-Dental Building Limited.
- (3) Corporation means Middlesex Condominium Corporation No. created under the Act by the registration of the declaration and description.
- (4) Declaration means the declaration respecting land submitted for registration under the Act by the Declarant and registered in the Land Titles Division of Middlesex East (No. 33) on the day of , 1985, as Instrument No.
- (5) Description means the description under the Act by the Declarant and registered as Middlesex Condominium Plan No. in the Land Titles Division of Middlesex East (No. 33) consisting of Units 1 to 45, inclusive, and common elements.
- (6) Land means the land described in the description and more particularly described as Middlesex Condominium Plan No. as registered in the Land Titles Division of Middlesex East (No. 33).
- (7) Municipality means the Corporation of the City of London.
- (8) Reserve fund means a fund set up by the corporation in a special account for major repair and replacement of common elements and assets of the corporation including where applicable without limiting the generality of the foregoing, roofs, exteriors of buildings, roads, sidewalks, sewers, heating, electrical and plumbing systems, elevators, laundry, recreational and parking facilities.

HEAD OFFICE

2. The head office of the Corporation shall be at the offices of London Medical-Dental Building Limited at 450 Central Avenue, London, Ontario, in the City of London, in the Province of Ontario, until changed from time to time by the Corporation by a resolution of the board of directors.

SEAL

3. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

DUTIES OF DECLARANT

4. The Declarant shall perform all duties of the Corporation set forth in the by-laws up to the date of the first general meeting, after which time, the Corporation shall assume all of its duties as herein set forth.

DUTIES OF THE CORPORATION

5. The Corporation has the following duties in addition to those specified in the Act and the Declaration and amendments thereto.

(a) To collect and receive all contributions towards the common expenses from the unit owners or from the mortgagee if the same are collected by the mortgagee and deposit the same in a separate account designated as a trust account with a chartered bank or trust company or loan company authorized by law to receive money on deposit or a Province of Ontario Savings Office.

(b) To keep accurate accounts of the financial transactions involved in the performance of its duties and the exercise of its rights and send to each unit owner and to the mortgagee of each unit, if requested, an annual statement of income and expenditures with respect thereto and keep such accounts open for inspection by unit owners, or any of them or auditors approved by him or them.

(c) To take out and maintain in force a policy or policies of insurance as required by the Declaration and such additional insurance as the Board may from time to time determine.

(d) To send to each unit owner and to the mortgagee of each unit, if requested, a financial statement of the receipts and contributions towards the common expenses and disbursements made by the Corporation for the immediately preceding fiscal year on or before the 31st day of January of the following year.

(e) To maintain such staff as may be required to at all times promptly and efficiently carry out its duties in the management of the property.

(f) To maintain the exterior colours of the project as they exist as at the date of registration of the Declaration and description and not to change such colour combinations without the concurrence of a professional decorator.

(g) To effect compliance by the owners of units with the Act, the Declaration and the by-laws.

(h) The Corporation shall maintain a record upon which shall be entered each owner or mortgagee or chargee who notifies the Corporation of his entitlement to vote and of his address for service.

FURTHER DUTIES OF THE CORPORATION

6. The Corporation may

(a) borrow moneys required by it in the performance of its duties or exercise of its powers; provided, however, the amount, terms and conditions of each loan shall be approved by a vote of members who own at least 51 per cent of the units at a meeting duly convened for that purpose;

(b) secure the repayment of moneys borrowed by it, and the payment of interest thereon, by negotiable instrument, or mortgage or unpaid contributions (whether levied or not), or mortgage of any property vested in it, or by combination of those means;

(c) invest in such investments as are approved for life insurance companies carrying on business in the Province of Ontario any moneys in the fund for administrative expenses.

DIRECTORS

7. Qualifications, Number and Election: A director of the Corporation shall not be required to be a unit owner. A director shall be at least eighteen (18) years of age and consent to his election either in writing or in person. The affairs of the Corporation shall be managed by a board of three directors. Subject to the provisions of the Act, each director shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor shall have been duly elected. The whole board shall be retired at each annual meeting, but shall be eligible for re-election. The election may be by a show of hands unless a ballot be demanded by any member.

From time to time, in the event of any vacancy, however caused, occurring in the board of directors, such vacancy shall be filled by a new member qualified under the Declaration and By-Laws who may be elected by the members of the Corporation at a general meeting or appointed by a majority of the remaining members of the board; and any director thereby elected to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.

8. Powers of Directors: The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation 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 Corporation is by the Act, Declaration or By-Laws or otherwise, authorized to exercise and do.

9. Vacation of Office: The office of a director of the Corporation shall be vacated

(a) if such director becomes bankrupt or suspends payment or compounds with his creditors or makes an authorized assignment or is declared insolvent;

(b) if such director is found to be mentally incompetent or becomes of unsound mind;

(c) if by notice in writing to the Secretary of the Corporation such director resigns his office;

(d) if such director is in arrears of any contributions payable by him in respect of his unit.

10. Removal of Directors: The members of the Corporation may by resolution passed by a majority of them, who together own a majority of the units at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office and may, by a majority of the votes cast at such meeting, elect any person in his stead for the remainder of his term.

11. Remuneration of Directors: The directors of the Corporation shall serve without compensation unless compensation is unanimously approved by the members of the Corporation at a meeting called for such purpose; provided, however, that a director may be paid reasonable expenses incurred by him in the performance of his duties.

MEETINGS OF DIRECTORS

12. Quorum: A majority of the directors constitutes a quorum for the transaction of business.

13. Place and time of meeting and transaction of business: Meetings of the board of directors may be held either at the head office of the Corporation or at any place within the Municipality. A meeting of the directors may be convened by the President or a Vice-President or by any two directors at any time, or the Secretary by direction of the President or a Vice-President or any two directors shall convene a meeting of directors. The board may appoint a day or days in any month or months for regular meeting at an hour to be named and no notice need be sent of such regular meeting. The directors may consider or transact any business either special or general at any meeting of the board of directors.

14. Notice: Except as herein provided, notice of any meeting of directors shall be delivered to, mailed or telegraphed or cabled to each director not less than two days (exclusive of the day on which the notice is delivered or mailed or telegraphed or cabled but inclusive of the day for which notice is given) before the meeting is to take place; provided always that meetings of the board of directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. The statement of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

For the first meeting of the board of directors to be held immediately following the election of directors at a general meeting of the members, no notice of such meeting shall be necessary in order for the meeting to be duly constituted, provided that a quorum of the directors is present.

15. Adjournment: Any meetings of the board of directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

16. Voting: Questions arising at any meeting of directors shall be decided by a majority of votes. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

MANAGEMENT OF THE PROPERTY

17. The Corporation may from time to time enter into an agreement for the management of the project and property with a person or persons, firm or corporation selected by the Corporation in its discretion, for a term not exceeding two years and upon such terms and conditions as the Corporation may deem expedient. In such agreement or agreements, the Corporation may delegate to such person or persons, firm or corporation, all of its powers and duties except those which are specifically required by the Act to be exercised by the Corporation or by its Board.

RESERVE FUND

18. The Corporation shall establish and maintain one or more reserve funds and shall collect from the owners as part of their contribution towards common expenses, amounts that, calculated on the basis of expected major repair and replacement costs and life expectancy of things comprising the common elements and the assets of the corporation, are reasonably expected to provide sufficient funds for major repair and replacement of common elements of the Corporation. In no event shall the reserve fund be less than the requirements of the Act. No part of the reserve fund shall be used except for the purpose for which it was established. The amount of the reserve fund shall constitute an asset of the corporation and shall not be distributed to any owner except on termination of the corporation.

ASSESSMENT AND COLLECTION OF CONTRIBUTIONS
TOWARD COMMON EXPENSES

19. (a) Prior to the 30th day of November in each calendar year commencing in the year the Corporation is created, the board of directors shall prepare a budget in advance setting out by categories the common expenses of the Corporation and in preparing the budget, the board of directors shall estimate the amount of income, if any, to be received by the Corporation from the use, operation or rental from any of the common elements. Any surplus achieved in the preceding year including any excess in the contingency fund as established under paragraph 18 hereof shall be deducted. The budget shall be presented by the board of directors to a meeting of the members of the Corporation for approval duly called for such purpose prior to the 31st day of December in each calendar year.

(b) Prior to the 31st day of December in each calendar year (commencing in the year the Corporation is created) the Corporation shall forward to each unit owner a copy of the budget approved by the members of the Corporation for the calendar year together with the notice of assessment for his contribution for the common expenses for that year by prepaid first class postage addressed to him at the municipal address of his unit. Until the annual budget of any fiscal year has been sent to each unit owner, the member shall continue to pay that amount which had been established on the basis of the previous annual budget.

(c) From and after the date of the recording of a deed to the first purchaser, the unit owner shall pay to the Corporation or to the mortgagee of the unit in trust for the Corporation, on the first day of each and every month in advance a contribution towards the common expenses. In the event of such a recording not being the first day of the month, the contribution shall be pro-rated for the fraction of the month,

(d) The unit owners shall pay to the Corporation or to the mortgagee of the unit in trust for the Corporation the contributions towards the common expenses, as designated in Schedule A hereto on the first day of each month in advance until such contributions shall have been changed by the Corporation. All money so received shall be held in trust by the person receiving the moneys and paid into a separate account at a chartered bank or trust company or a loan company authorized by law to receive money on deposit or a Province of Ontario Savings Office and such account shall be designated as a trust account.

(e) If at any time during the course of any fiscal year the board of directors shall deem that the annual assessments of contributions are inadequate by reason of a revision in the estimate of either expenses or other income, the board of directors shall present to a meeting of members of the Corporation duly called a revised budget and if the members approve the revised budget, the Corporation shall prepare and cause to be delivered to the members a revised annual budget for the balance of such fiscal year and thereafter monthly assessments shall be determined and paid on the basis of such revision.

(f) Upon the purchase of each unit from the Declarant, or at any time thereafter, at the request of the Corporation, each unit owner, not including the Declarant, shall deposit with the Corporation or as may be otherwise directed by the board of directors, an amount equal to two times the monthly assessment relating to such owner's unit. Such amount shall be held together with the amounts similarly deposited by other unit owners, as a contingency fund for common expenses, and shall be used and applied from time to time towards meeting the deficits and such other common purposes as the board of directors may deem necessary. The said reserve fund shall be deemed part of the common elements and in the event of a sale by a unit owner, such unit owner shall not be entitled to any refund of his reserve deposit or any portion thereof, but all of his interest in the unexpended portion of such deposit, if any, shall be transferred to the purchaser of the unit.

(g) With respect to any units which have not been sold by the Declarant, and which the Declarant continues to own, the Declarant shall pay to the Corporation the aggregate amount of the actual operating expenses from time to time required to be paid with respect to the operation of the property. Provided, that in no event shall the Declarant be required to pay an amount in excess of the aggregate of the assessments established with respect to those units owned by the Declarant. Actual operating expenses shall mean those ordinary expenses attributable to the immediate fiscal period and shall not include capital expenditures, prepaid items or inventory items to the extent attributable to subsequent fiscal periods. The Declarant shall have the right to utilize any units owned by the Declarant as models and general offices for construction and sales and promotional purposes and shall further have the right to utilize the common elements for such purposes and in such manner as the Declarant shall reasonably require.

(h) Within ten (10) days following written application therefor, the board of directors shall furnish the unit owner with a statement setting forth as of that date the amount of any unpaid assessments then due, interest thereon, if any, and the amount outstanding, if any, in the reserve fund contributed by the unit owner.

(i) Where an owner is in default in his obligation to pay his monthly contribution towards the common expenses, the Corporation may register a lien in the prescribed form as provided in the Act. Where such default continues for a period of ten (10) days, the Corporation may, in addition to any lien or remedy

provided for in the Act, enforce payment thereof by action in a court of competent jurisdiction, and there shall be added to any amount found in such action to be due and owing all costs of such action, including costs as between solicitor and his own client.

(j) All payment due to the Corporation or to the mortgagee of the unit in trust for the Corporation not paid on or before ten (10) days after the date when due, shall bear interest at the rate of ten per cent (10%) per annum from the date when due until paid. All payment on account shall be first applied to interest and then to the assessment payment first due. Provided that the notice required is properly given if sent by either the Corporation or the mortgagee by prepaid first class postage addressed to the unit owner at the municipal address of the unit.

INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS

20. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, 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 proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office except such costs, charges or expenses as are occasioned by his own wilful neglect or default;

(b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

21. No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or default of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of any security in or upon which any of the moneys 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 respective office or trust or in relation thereto unless the same shall happen by or through his own wilful act or through his own wilful neglect or default.

The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the board of directors. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the

fact of his being a director or officer of the Corporation shall not disentitle such director or officer of such firm or company, as the case may be, from receiving proper remuneration for such services.

MEETINGS OF MEMBERS

22. First General Meeting: An annual meeting of the members of the Corporation shall be held within three months after the registration of the Declaration and description.

23. Annual and General Meetings: The annual meeting of the members shall be held at any place within the municipality subject to what is hereinafter provided, in each year and at such time as the directors may by resolution determine provided that an annual meeting shall be held once in each year and not more than fifteen months shall elapse between the date of one annual meeting and that of the next. At annual meetings, there shall be presented a report of the directors of the affairs of the Corporation for the previous year, a financial statement of the Corporation, and such other information or reports relating to the Corporation's affairs as the directors may determine and at such meeting any member of the Corporation or any mortgagee or chargee entitled to vote shall have an opportunity to raise any matter relevant to the affairs and business of the Corporation. The board of directors shall be elected and, if necessary, auditors shall be appointed for the ensuing year.

Other meetings of the members (to be known as "general meetings") may be convened by order of the President or a Vice-President or by the board of directors or by any mortgagee holding mortgages on not less than 15% of the units, to be held at any date and time and at any place within the municipality.

The board shall, upon receipt of a requisition in writing made by members of the Corporation or first mortgagees (or combination thereof) who together have the right to vote with respect to at least 15 per cent of the units, call and hold a meeting of the members of the Corporation and if the meeting is not called and held within thirty days of receipt of the requisition, any of the requisitionists may call the meeting, and in such case, the meeting shall be held within sixty days of receipt of the requisition.

The requisition shall state the nature of the business to be presented at the meeting, and shall be signed by the requisitionists and deposited at the address for service of the Corporation.

24. Notice: At least ten days' written notice of every meeting of the members of the Corporation specifying the place, the date and the hour thereof and the nature of the business to be presented shall be given to each member and to each mortgagee or chargee entitled to vote, personally or by prepaid mail addressed to him at the address provided under paragraph 5(h).

Any notice of a meeting provided for in this paragraph shall be sufficiently given if given to those persons entered on the record maintained under paragraph 5(h) hereof twelve (12) days before the date of the meeting.

25. Omission of Notice: The accidental omission to give notice of any meeting, annual or general, or the nonreceipt of any such notice by any member or members of the Corporation shall not invalidate such meeting or any resolution passed or any proceedings taken at such meeting of members, provided such notice has been properly given in accordance with the provisions of clause 24 hereof. Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

26. Adjournments: The Chairman may with the consent of the meeting adjourn the same from time to time and no notice of such adjournment need be given to the members. 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. Such adjournment may be made notwithstanding that no quorum is present.

27. Quorum: At any meeting of members, a quorum for the transaction of business shall be constituted when persons entitled to vote and owning not less than 33 1/3% of the units are present in person or represented by proxy at such meeting. If within one-half hour from the time appointed for a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same place and time; notice of the time, day and place of the convening of such adjourned meeting shall be given not less than three (3) days prior to the convening of such meeting and if at the adjourned meeting a quorum is not present within one-half hour from the time appointed for the meeting, the persons who are present in person or by proxy and entitled to vote shall be deemed to be a quorum and may transact all business which a full quorum might have done.

28. (a) Chairman: In the absence of the President and the Vice-President, the members present at any meeting of members shall choose another director as Chairman and if no director is present or if all the directors present decline to act as Chairman, the members present shall choose one of their members to be Chairman.

(b) The order of business at general meetings and as far as practical at all annual meetings shall be:

- (i) Calling of the rolls and certifying of proxies;
- (ii) Proof of notice of meeting or waiver of notice;
- (iii) Reading and disposal of any unapproved minutes;
- (iv) Reports of officers;
- (v) Reports of committees;
- (vi) Election of directors if necessary;
- (vii) Unfinished business;
- (viii) New business;
- (ix) Adjournment.

(c) Combination of units: For the purposes of this by-law, the combination of units referred to in the Declaration shall be considered as one unit.

29. Voting of Members: On a show of hands, each unit owner shall have one vote; provided that if a poll is demanded and taken, each unit owner shall have a vote which corresponds to his proportion of the common elements.

30. Appointment of proxy: An instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney, and may be either general or for a particular meeting. A proxy need not be an owner.

31. Entitlement to vote: Unless the requirement in connection with the specific vote that is being taken is that the resolution be unanimous, no member is entitled to vote at any general or annual meeting unless all contributions payable in respect of his unit have been duly paid.

32. Vote by Co-owners: Co-owners of units may vote by a proxy jointly appointed by them and in the absence of such a proxy, co-owners are entitled on a show of hands to one vote for each unit to be case by such co-owner as is agreed upon by all co-owners of each such unit except when a unanimous resolution is required by the Act, or Declaration, but any one co-owner may demand a poll. On any poll, each co-owner is entitled to that part of the vote applicable to a unit that is proportionate to his interest in the unit. The joint proxy (if any) on a poll has a vote proportionate to the interests in the unit of the co-owners who do not vote personally or by individual proxy. Provided that the term co-owner as used in this clause shall include joint tenants, tenants in common, or persons participating in the ownership of a unit as the case may be.
33. Vote of Trustees: Where an owner is a trustee, he shall exercise the voting rights in respect of the unit to the exclusion of persons beneficially interested in the trust, and those persons may not vote.
34. Vote of Mortgagee: When a mortgage of a unit and common interest contains a provision that authorizes the mortgagee to exercise the right of the owner to vote or to consent to any general or annual meeting of the owners, and where the mortgagee desires to exercise such right, the following provisions shall apply:
- (a) Written notice shall be delivered or sent by prepaid registered post by or on behalf of the mortgagee to the office of the Corporation.
 - (b) The notice shall state according to its terms the extent to which the mortgagee desires to exercise the right of the owner to vote or consent as aforesaid and the address for service for the mortgagee.
 - (c) The Corporation shall be bound from the date of receipt of such notice to treat the mortgagee as the owner for the purpose of exercise of the right of the owner to vote or consent in accordance with the terms of such notice.
 - (d) Where two or more mortgagees are entitled to vote with respect to any one unit the right to vote may be exercised by the mortgagee who has priority.
35. Voting Procedure: At all meetings of members, every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the Act, the Declaration or the By-Laws. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Subject to what is herein provided, upon a show of hands every member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the resolution of the meeting at which the poll was demanded. In case of an equality of votes at any general meeting, whether upon a show of hands or on a poll, the Chairman shall be entitled to a second or casting vote in addition to his original vote.

OFFICERS

36. Officers: The board of directors shall annually or oftener as may be required elect a President and appoint a Secretary and may appoint one or more Vice-Presidents, and a Treasurer, and if deemed advisable, may appoint annually or oftener as may be required one or more Assistant Secretaries and/or one or more Assistant Treasurers. None of the said officers except the President need be members of the board of directors. The offices of Secretary and Treasurer may, in the discretion of the directors, be held by the same person who may but need not be known as the Secretary-Treasurer. The directors may appoint such other officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.

37. Remuneration and Removal: The directors may fix the remuneration (if any) to be paid to officers of the Corporation who are not directors. All officers in the absence of agreement to the contrary shall be subject to removal by resolution of the board of directors at any time with or without cause.

38. Delegation of Duties of Officers: In case of the absence of inability to act of the President, a Vice-President or any other officer of the Corporation or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

39. President: The President shall, when present, preside at all meetings of the directors and members; he shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by the board of directors or as are incident to his office.

40. Vice-President: The Vice-President, or if more than one, the Vice-Presidents in order of seniority shall be vested with all the powers and shall perform all the duties of the President in the absence or inability to act of the President, provided, however, that a Vice-President who is not a director shall not preside as Chairman at any meeting of members. The Vice-President or, if more than one, the Vice-Presidents shall sign such contracts, documents or instruments in writing as require his or their signatures and shall have such other powers and duties as may from time to time be assigned to him or them by the board of directors.

41. Secretary: The Secretary shall, when present, act as secretary of all meetings of directors and members, and have charge of the minute books of the Corporation and the documents and registers of the Corporation. He shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by the board of directors or as are incident to his office.

42. Treasurer: Subject to the provisions of any resolution of the board of directors, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the board of

directors may direct. He shall keep the books of the Corporation in accordance with good accounting practices and in accordance with the Act, the Declaration and the By-Laws. He shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by the board of directors or as are incident to his office. He may be required to give such bond for the faithful performance of his duties as the board of directors in their uncontrolled discretion may require and no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

43. Assistant Secretary and Assistant Treasurer: The Assistant Secretary or, if more than one, the Assistant Secretaries in order of seniority, and the Assistant Treasurer or, if more than one, the Assistant Treasurers in order of seniority, shall perform all the duties of the Secretary and Treasurer, respectively, in the absence or inability to act of the Secretary or Treasurer, as the case may be. The Assistant Secretary or Assistant Secretaries, if more than one, and the Assistant Treasurer or Assistant Treasurers, if more than one, shall sign such contracts, documents or instruments in writing as require his or their signatures respectively and shall have such other powers and duties as may from time to time be assigned to them by the board of directors.

44. Vacancies: If the office of the President, Vice-President, Secretary, Treasurer, Assistant Secretary or Assistant Treasurer, one or more, shall be or become vacant by reason of death, resignation, disqualification or otherwise the directors may elect or appoint an officer to fill such vacancy.

VOTING SHARES AND SECURITIES IN OTHER COMPANIES

45. All of the shares or other securities carrying voting rights of any other company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such other company or corporation and in such manner and by such person or persons as the board of directors of the Corporation shall from time to time determine.

FINANCIAL YEAR

46. Unless otherwise ordered by the board of directors the fiscal year of the Corporation shall terminate on the 31st day of December in each year.

CHEQUES, ETC.

47. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with

the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

EXECUTION OF DOCUMENTS

48. Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by the President or any of the Vice-Presidents, and the Secretary or the Treasurer or by any two directors and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers or any person or persons, appointed as aforesaid by resolution of the board of directors.

The term "contracts, documents or instruments in writing" as used herein shall include 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 assignment of shares, bonds, debentures or other securities and all paper writings.

In particular, without limiting the generality of the foregoing, the President, or any of the Vice-Presidents or the Secretary or the Treasurer or any one director is authorized to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under the corporate seal of the Corporation or otherwise) all assignments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

49. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation and in such manner, as shall from time to time be determined by

resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from the deposit or the proceeds thereof.

BOOKS AND RECORDS

50. Records: The Corporation shall cause to be kept the following records:

(a) A copy of all house rules, including all amendments thereto.

(b) A register of owners and mortgagees of units, in which is set out the name of each person who is an owner or mortgagee of a unit and who has notified the Corporation of his respective interest in the said unit, together with the address of each such owner and mortgagee, which in the case of an owner shall be the address of his unit, and in the case of a mortgagee shall be the address shown for him on his charge registered in the proper Office of Land Titles, unless such owner or mortgagee gives to the Corporation notice of a different address for such owner or mortgagee.

(c) A register of directors in which is set out the names and addresses of all persons who are or have been directors of the Corporation with the several dates on which each became or ceased to be a director.

(d) Proper accounting records in which are set out all financial and other transactions of the Corporation, including, without limiting the generality of the foregoing, records of:

- (i) all sums of money received and disbursed by the Corporation and the matters with respect to which receipts and disbursements took place;
- (ii) all sales and purchases of the Corporation;
- (iii) the assets and liabilities of the Corporation, and
- (iv) all other transactions affecting the financial position of the Corporation.

(e) The minutes of all proceedings at meetings of members and directors.

Every owner of a unit, and every mortgagee of a unit, who is entered on the records of the Corporation as such owner or mortgagee, shall, on request, be furnished by the Corporation without charge except for reproduction costs with a copy of the minutes of all proceedings at meetings of members. First mortgagees shall also be entitled to a copy of the minutes of all board meetings.

NOTICE

51. Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in a post office or a public letter-box, in a postpaid, sealed, wrapper addressed to the director, officer, or member at his or their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice, the address of any member, director or officer shall be his last address as recorded on the books of the Corporation. Where a given number of days notice or notice extended over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided, be counted in such number of days or other period. Any notice required to be given to any mortgagee shall be by registered mail, addressed to the mortgagee at its address as the same appears on register of the Corporation.

MISCELLANEOUS PROVISIONS

52. Certificates: The Corporation may issue from time to time certificates signed by two officers of the Corporation dealing with any of the requirements of the Act, the Declaration, the By-Law or common element rules, or payments of assessments. The certificates shall refer only to compliance with such specific requirements as are specified in writing by a member or by anyone authorized by a member.

53. Provisions Governing the Use of the Common Elements: In addition to the provisions of the Declaration, for the purpose of preventing unreasonable interference with the use and enjoyment of the common elements, the use of the common elements shall be in accordance with the restrictions and stipulations set out in Schedule B hereto.

54. Provisions Respecting the Units: In addition to the provisions of the Declaration, for the purpose of preventing unreasonable interference with the use and enjoyment of the units, the use of the units shall be in accordance with the restrictions and stipulations contained in Schedule C hereto.

55. Number and Gender: This By-Law is to be read with all changes of number and gender required by the context.

56. Headings: The headings in the body of this By-Law No. 1 form no part of this By-Law but shall be deemed to be

inserted for convenience of reference only.


DATED at London, Ontario this 3rd day of July, 1986.

The foregoing By-Law No. 1 is enacted by the Board of Directors of Middlesex Condominium Corporation No. 83

MIDDLESEX CONDOMINIUM CORPORATION NO. 83

By: [Signature]
 President
 J.P. Sweeney

And By: _____
 Secretary




The foregoing By-Law No. 1 is hereby confirmed, ratified and sanctioned by London Medical-Dental Building Limited the owner of all units and sole member of the Corporation.

LONDON MEDICAL-DENTAL BUILDING LIMITED

By: [Signature]
 J.P. Sweeney

And By: _____



SCHEDULE "B"

RESTRICTIONS

(a) The sidewalks, walkways, passages and driveways, shall not be obstructed or used for any other purpose than ingress to and egress from the units and parking areas within the common elements.

(b) No motor vehicle other than a private passenger automobile shall be parked in any parking space within the common elements.

(c) No motor vehicle shall be driven on any part of the common elements other than a driveway or parking space.

(d) No motor vehicle, house, tent, boat or other trailer, boat, snowmobile, mechanical toboggan, machinery or equipment of any kind shall be parked on any part of the common elements other than as provided in sub-paragraphs (b) and (c) hereof.

(e) No repairs or adjustments to motor vehicles or automobiles may be carried out on the common elements.

(f) No one shall harm, mutilate, destroy, alter or litter any of the landscaping work on the property, including grass, trees, shrubs, hedges, flowers, or flower beds.

(g) No stores of coal or any combustible, inflammable or offensive goods, provisions, or materials shall be kept on any part of the common elements.

(h) No animal, livestock or fowl of any kind shall be kept on any part of the common elements.

(i) No building or structure or tent shall be erected and no trailer either with or without living, sleeping or eating, accommodation shall be placed, located, kept or maintained on the common elements.

(j) No part of the common elements shall be used for the erection, placing or maintenance of clothes lines, incinerators, garbage disposal equipment, recreation or athletic equipment or for the disposal of rubbish, garbage or waste and no barriers (which shall include hedges, gardens or other vegetation) shall be erected or grown which will in any way impede or restrict movement from one part of the common elements to another part of the common elements without the prior written consent of the Corporation; provided however that the Corporation may place garbage disposal equipment upon the common elements when the same is done in connection with a central garbage collection system.

(k) No private passenger automobile which is not being used from day to day or which is undergoing repairs of any nature shall be parked or located upon the common elements or any part thereof, and all automobiles may be parked only in locations properly paved and provided for them.

(l) No television antenna, aerial, tower or picture and appurtenances thereto shall be erected on any part of the common elements except as provided in the Declaration.

(m) No signs, billboards, notices or other advertising matter of any kind (except ordinary signs offering a unit for sale with dimensions not exceeding two feet by three feet, located so as not to damage any part of the common elements) shall be placed on any part of the common elements without the prior written consent of the Corporation.

(n) No changes including colour changes shall be made to the common elements, which include the exteriors of all buildings, storm doors, walkways and landscaping, without the prior written approval of the Corporation in accordance with the requirements of The Condominium Act of Ontario.