

Finlandia Village



CONSTITUTION & BY-LAWS

BY-LAW NUMBER 1

**BY-LAW RELATING GENERALLY TO THE TRANSACTION OF THE BUSINESS AND AFFAIRS OF THE
SUDBURY FINNISH REST HOME SOCIETY INC.**

Contents

One:	Interpretation
Two:	Purpose
Three:	Objects
Four:	Transaction of the Affairs of the Corporation
Five:	Directors
Six:	Officers
Seven:	Protection of Directors and Officers
Eight:	Members
Nine:	Meetings of Members
Ten:	Notices
Eleven:	Auditor
Twelve:	Amendments
Thirteen:	Dissolution

BE IT ENACTED as a by-law of the Corporation as follows:

**ARTICLE ONE
INTERPRETATION**

1.01 **Definitions.** In this by-law, all other by-laws and the resolutions of the directors and members of the Corporation, unless the context otherwise requires:

“**Act**” means the Corporations Act (Ontario) and any act that may hereinafter be substituted therefore, as from the time to time amended;

“**Board**” means the board of directors of the Corporation;

“**Corporation**” means the corporation without share capital incorporated under the Act by letters patent dated November 12, 1982 and named SUDBURY FINNISH REST HOME SOCIETY INC.;

“**letters patent**” means the letters patent incorporating the Corporation as from time to time amended and supplemented by letters patent;

“**general meeting of members**” includes an annual meeting of members and a special meeting of members;

“**member**” means a member of the society;

“**Society**” means the Sudbury Finnish Rest Home Society Inc.;

In this document, words importing number include the singular and plural; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trust and unincorporated organizations.

**ARTICLE TWO
PURPOSE OF THE CORPORATION**

2.01 **Purpose.** Founded and maintained in the Finnish tradition, we strive to provide quality aging in place (a continuum of care) for our multicultural community. (Amended Sept.28, 2008 AGM)

**ARTICLE THREE
OBJECTS OF THE CORPORATION**

3.01 **Objects.** The objects of the Corporation are:

- (a) To buy, lease, maintain and hold property.
- (b) To raise funds through all legal means and to receive gifts and bequests.
- (c) To do all things as are incidental or conducive to the attainment of the goals of the Society.

This is a non-profit, non-political and non-denominational organization.

**ARTICLE FOUR
TRANSACTION OF THE AFFAIRS OF THE CORPORATION**

- 4.01 **Head Office.** Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Greater Sudbury, in the Province of Ontario.
- 4.02 **Seal.** The seal of the Corporation shall be in the form impressed hereon.
- 4.03 **Financial Year.** Until changed by the board, the financial year of the Corporation shall end on the last day of March in each year.
- 4.04 **Execution of Instruments.** Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two (2) of the President, Vice-President or the Treasurer. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereon.
- 4.05 **Banking Arrangements.** The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreement, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

**ARTICLE FIVE
DIRECTORS**

- 5.01 **Number of Directors and Quorum.** Until changed in accordance with the Act, the number of Directors shall be a maximum of twelve (12) of whom seven (7) shall constitute a quorum. The Board of Directors shall be made up of twelve (12) members, the President elected by membership, the immediate past President of the Board and one (1) member representative elected annually from the Ladies Auxiliary.
- 5.02 **Qualification.** No person shall be qualified as a Director unless he is a member and is eighteen (18) or more years of age.
- 5.03 **Nominating Committee and Candidacy**
(a) On an annual basis in advance of the Annual Meeting, the Board of Directors shall appoint a Nominating Committee comprised of no fewer than three (3) members, one of whom will serve as Chair. No person seeking election or reelection as President or as a Director will be eligible to serve on the Nominating Committee.

(b) Any person wishing to stand for election or accept a nomination to stand for election shall indicate their intent to do so in writing to the Chair of the Nominating Committee no later than fifteen (15) days prior to the Annual Meeting.

(c) The final report of the Nominating Committee respecting nominations for positions open for election as President or Director will be posted publically no later than fourteen (14) days prior to the Annual Meeting, at which point nominations will be considered closed. Nominations from the floor of the meeting will not be accepted.
- 5.04 **Election and Term.**

(a) Members of the Board of Directors shall be elected by secret ballot at the annual meeting to serve a term of three (3) years. Voting by Proxy is not allowed.

(b) The terms of the Board of Directors shall be staggered so that four (4) members of the Board of Directors shall be elected at each annual meeting.

- (c) Retiring Directors shall be eligible for re-election.
- (d) A written promise to accept a position on the board of directors is required if the nominee is not in attendance at the annual meeting.
- (e) The Ladies Auxiliary member shall be a nomination put forward from the Ladies Auxiliary to the Annual General Meeting to serve a one (1) year term.
- (f) At any meeting of members at which the President or members of the Board of Directors are to be elected, the Agenda for that meeting will include an order of business entitled Elections. For the purpose of conducting matters under this order of business, the Chair of the Nominating Committee shall temporarily assume the role of Chair of the meeting.

5.05 **Vacation of Office.** The office of a Director and/or President shall be vacated upon the occurrence of any of the following events:

- (a) if a receiving order is made against him or if he makes an assignment under the Bankruptcy Act;
- (b) if an order is made declaring him to be a mentally incompetent person or incapable of managing his affairs;
- (c) on death;
- (d) if by notice in writing to the Secretary of the Corporation he resigns his office;
- (e) if the Director misses three (3) consecutive Board meetings without reasonable excuse.

5.06 **Removal of Directors.** The members may, by resolution passed by at least two-thirds (2/3) of the votes cast thereon at a special meeting of members called for the purpose, remove any Director and/or President before the expiration of his term of office and may, by majority vote, elect any person in his stead for the remainder of his term.

5.07 **Vacancies.** Vacancies on the Board may be filled for the remainder of the Directors' term of office by the members at a special meeting of members called for the purpose.

5.08 **Calling of Meetings.** Meetings of the Board shall be held from time to time at the call of the Board or the President or any two (2) Directors. Notice of the time and place of every meeting so called shall be given to each Director not less than forty-eight (48) hours (excluding Saturdays, Sundays and bank holidays) before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.

5.09 **First Meeting of New Board.** Provided a quorum of Directors is present, each newly-elected Board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

5.10 **Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

5.11 **Place of Meeting.** Meetings of the Board shall be held at the head office of the Corporation or elsewhere in the province of Ontario.

5.12 **Chairman.** The President or, in his absence, a Vice-President who is a Director shall be chairman of any meeting of Directors; and, if no such Officer be present, the Directors present shall choose one of their number to be Chairman.

5.13 **Votes to Govern.** At all meetings of the Board, every question shall be decided by a majority of the votes cast on

the question; and in case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.

- 5.14 **Conflict of Interest.** Members of the Board of Directors or their immediate family (same household) shall not enter into any business arrangement in which their interest is directly or indirectly in conflict with the Corporation, except on a written and competitive sealed quotation basis, and having declared any interest therein and having refrained from voting thereon. (see By-Law #3 COI)
- 5.15 **Declaration of Interest.** It shall be the duty of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation, to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.
- 5.16 **Remuneration.** The Directors shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office.
- 5.17 **Executive Committee.** The Board may elect from its number an executive committee consisting of not less than three (3), which committee may exercise all the powers of the Board, subject to any regulations imposed from time to time by the Board. A majority of the members of the executive committee shall constitute a quorum.
- 5.18 **Committees.** The Board may from time to time appoint such committee or committees, as it deems necessary or appropriate for such purposes and with such powers as it shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make.

ARTICLE SIX OFFICERS

- 6.01 **Past Presidents.** All past Presidents can participate in the discussions of the Board. Past Presidents do not have voting rights on the Board. However, the immediate past President shall have the full rights and privileges of a Board member including the right to vote. Unless otherwise determined by resolution of the Board, the office of past President shall be automatically filled, immediately after any election of a new President, by the person who held the office of President immediately preceding such election. The term of such office shall be until the next annual meeting.
- 6.02 **Election of President.** That commencing in 2014 and thereafter that the President shall be elected after nomination by the members at the Annual Meeting for a three (3) year term. Any person elected to serve the remainder of an unexpired term shall be eligible for subsequent election and re-election to two (2) full three (3) year terms.
- 6.03 **Elections of Other Officers.** From time to time, the Board shall name persons to serve as Secretary or Treasurer, and such other Officers as the Board may determine. The Officers so elected may but need not be Directors and no person may hold more than one office.
- 6.04 **President.** The President shall be responsible for the overall management and direction, subject to the authority of the Board, of the organization and transaction of the affairs of the Corporation, and shall, when present, preside at all meetings of the members of the Corporation and of the Board. The President shall have such other powers and duties as the Board may prescribe.
- 6.05 **Vice-President.** During the absence or disability of the President, his duties shall be performed and his powers shall be exercised by a Vice-President. A Vice-President shall have such other powers and duties as the Board or the President may prescribe.
- 6.06 **Secretary.** The Secretary shall attend and be the Secretary of all meetings of members and Directors and shall enter or cause to be entered in books kept for the purpose minutes of all proceedings thereat; he shall give or cause to be given, as and when duly instructed, all notices to members and Directors; he shall be the custodian of the

stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation except when some other Officer or agent has been appointed for the purpose.

- 6.07 **Treasurer.** The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; he shall render to the Board whenever required an account of all his transactions as Treasurer and of the financial position of the Corporation, except when some other Officer or agent has been appointed for that purpose.
- 6.08 **Duties of Other Officers.** The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or as the Board of the President may prescribe. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the President otherwise directs.
- 6.09 **Variation of Duties.** From time to time the Board may vary, add to or limit the powers and duties of any Officer.
- 6.10 **Agents and Attorneys.** The Board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to appoint as may be thought fit).
- 6.11 **Fidelity Bonds.** The Board may require such Officers, employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

ARTICLE SEVEN PROTECTION OF DIRECTORS AND OFFICERS

- 7.01 **Limitation of Liability.** No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own willful neglect or default.
- 7.02 **Indemnity.** Every Director and Officer of the Corporation and his heirs, executors, administrators and estate, respectively, 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 that such Director or Officer sustains or incurs in or about any action, suite or proceeding that 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; and
 - (b) all other costs, charges and expenses that he sustains or incurs in, about, or in relation to, the affairs of the Corporation;

Except such costs, charges or expenses as are occasioned by his own willful neglect or default.

**ARTICLE EIGHT
MEMBERSHIP**

8.01 **Membership.** Membership in the Sudbury Finnish Rest Home Society Inc. shall be open to all men and women of Finnish descent, and others who are sincerely interested in the activities of the Society. All applications for membership shall be made in writing and presented by the Membership Secretary to the Board for acceptance. The membership year is considered to start the day after the Annual Membership Meeting.

There shall be five (5) member classifications:

(a) **CHARTER MEMBERS**

The members whose names are listed in the minutes of the Inaugural meeting held May 2, 1982 at Sampo Hall.

(b) **ANNUAL MEMBERS**

The members who pay the annual fee determined by the general membership meetings. Annual Members wishing to become Life Members shall have their annual dues paid up to date deducted from the Life Membership fee.

(c) **LIFE MEMBERS**

The members who pay a predetermined amount in one or in several payments.

(d) **HONORARY MEMBERS**

Individuals who have especially benefited the Society may be recommended by the Board of Directors for honorary membership to be conferred by a general membership meeting.

(e) **SOCIAL MEMBERS**

Members who pay the annual fee as determined by the general membership meeting whose only intent is to use the facility amenities for personal benefit, members do not have voting privileges at general membership meetings.

8.02 **Term of Membership.** The interest of a member in the Society is not transferable and lapses and ceases to exist upon:

- (a) failure to pay the fee for membership, if any, within a reasonable time after which such fee is due as the Board may prescribe from time to time;
- (b) upon death;
- (c) a member resigning;
- (d) otherwise ceasing to be a member in accordance with the by-laws of the Society.

8.03 **Resignation.** A member may resign by a resignation in writing which shall be effective upon delivery of the resignation or a copy thereof to the Board.

8.04 **Removal.** The Board may pass a resolution authorizing the removal of a member for cause from the register of members of the Corporation. No such resolution shall be put before the Board until after the member in question has been notified in writing of the cause and afforded an opportunity for a hearing before the Board. The Board shall notify any such member of the act which, in their opinion, is improper or detrimental to the Corporation and of the time and place of the meeting of the Board at which the member in question will be heard. Such notice shall be given at least one week prior to such meeting.

**ARTICLE NINE
ANNUAL MEETING**

9.01 **Annual Meeting.** The annual meeting of the Corporation shall be held between the 1st day of September and the 31st day of October in each year on a day fixed by the Board of Directors for the purposes of receiving the reports and statements required by the Act to be placed before the annual meeting, electing or appointing Directors, appointing the Auditor of the Corporation or authorizing the Board to fix the remuneration of the Auditor of the Corporation, and for the transaction of such other matters as may properly be brought before the meeting.

Notice of the annual meeting of the Corporation shall be given by either prepaid mail mailed at least twenty-one (21) days in advance of the meeting; or publication on two separate days at least two weeks preceding the meeting, in a newspaper circulated in the municipality in which the head office is situate; or some other form of public communication which is likely to bring notice of the meeting to the membership.

The President or, in his absence a Vice-President of the Corporation shall be Chairman of the meeting subject to confirmation by the members in attendance. Inasmuch as the President is elected by the members on an annual basis at the Annual Meeting, the Board of Directors may nominate another individual to serve as Chair of the Annual Meeting (subject to confirmation by the members in attendance) in situations where two or more individuals, including the incumbent chair have accepted nomination for the position of President.

**ARTICLE TEN
MEETING OF MEMBERS**

10.01 **Special Meetings.** The Board, the President or thirty (30) members upon written request to the Secretary, shall have the power to call a special meeting of members at any time. Notice in the manner prescribed for annual meetings must be given to the membership.

10.02 **Place of Meetings.** Meetings of members shall be held at the head office of the Corporation or elsewhere in the municipality in which the head office is situate.

10.03 **Chairman, Secretary and Scrutineers.** The President or, in his absence, a Vice-President of the Corporation shall be Chairman of any meeting of members subject to confirmation by the members in attendance; if no such Officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their members to be Chairman. If the Secretary of the Corporation is absent, the Chairman shall appoint some person, who need not be a member, to act as Secretary of the meeting. The Secretary of the Corporation or some other person appointed by the Chairman subject to confirmation by the members in attendance will act as Secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the Chairman with the consent of the meeting.

10.04 **Persons Entitled to be Present.** The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, the Auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act of the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chairman of the meeting or with the consent of the meeting.

10.05 **Quorum.** A quorum for the transaction of business at any meeting of members shall be twenty-five (25) members.

10.06 **Right to Vote.** At any meeting of members, every person shall be entitled to vote who is at the time of the meeting entered in the books of the Society as a member in good standing of the Society. Voting by Proxy is not allowed.

10.07 **Votes to Govern.** At any meeting of members, every question shall, unless otherwise required by the letters patent or by-laws of the Corporation or by law, be determined by the majority of votes cast on the question.

10.08 **Show of Hands.** Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who

is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the Chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not so carried and an entry to that effect in the minutes of the meeting shall be prima facie, evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the member upon the said question.

- 10.09 **Polls.** After a show of hands has been taken on any question, the Chairman may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the chairman shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each member present in person shall be entitled to one vote, and the result of the poll shall be the decision of the members upon the said question.
- 10.10 **Deciding Vote.** In case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the Chairman of the meeting shall be entitled to a deciding vote.
- 10.11 **Adjournment.** The Chairman at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

ARTICLE ELEVEN NOTICES

- 11.01 **Method of Giving Notice.** Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a Member, Director, Officer or the Auditor of the Corporation shall be sufficiently given if delivered to his last address as recorded in the books of the Corporation or if mailed by prepaid ordinary mail or airmail addressed to him at his last address as recorded in the books of the Corporation or if sent to him at his said address by any means of transmitted or recorded communication. The Secretary may change the address on the Corporation's books of any Member, Director, Officer or the Auditor of the Corporation in accordance with any information believed by him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.
- 11.02 **Computation of Time.** In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 11.03 **Omissions and Errors.** The accidental omission to give any notice to any Member, Director, Officer or the Auditor of the Corporation or the non-receipt of any notice by any Member, Director, Officer or the Auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 11.04 **Waiver of Notice.** Any Member, Director, Officer or the Auditor of the Corporation may waive any notice required to be given to him under any provision of the Act or the letters patent or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

**ARTICLE TWELVE
AUDITOR**

- 12.01 **Appointment and Remuneration.** The members shall at each annual meeting appoint an Auditor to audit the accounts of the Corporation and to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the Auditor of the Corporation. The remuneration of the Auditor of the Corporation shall be fixed by the Board of Directors.

**ARTICLE THIRTEEN
AMENDMENTS TO BY-LAWS**

- 13.01 **Amendment to By-Laws.** The Board of Directors shall have the power to make, alter, amend or repeal the by-laws of this Corporation by a two-thirds (2/3) vote of the Board, subject to the approval by majority vote of the membership at a duly called general meeting. Such changes must be consistent with the laws of the Province of Ontario for non-profit non-share Corporations and the objects of the Sudbury Finnish Rest Home Society Inc.

Notice of the intent to change the by-laws shall be included in the notice of the general meeting and proposed changes shall be made available in writing to all members at the general meeting.

**ARTICLE FOURTEEN
DISSOLUTION**

- 14.01 The Society may be dissolved by two-thirds (2/3) of the membership at a general meeting called for that purpose. Upon dissolution and after payment of all debts and liabilities, all assets of the Society will be distributed according to the wishes of the members of the Society present at such meeting which distribution shall be in accordance with the laws of the Province of Ontario for charitable non-profit non-share Corporations:

PASSED by the Directors and sealed with the seal of the Corporation, the 27th day of March 1983.

BY-LAW #2

BORROWING BY-LAW

1. The Directors may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities of the Corporation; or
- (c) 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.

From time to time the Directors may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

BY-LAW #3

CONFLICT OF INTEREST

BE IT ENACTED as a by-law of the Non-Profit to repeal and replace By-Law No. #3, Conflict of Interest, as follows:

- 1. Background
 - a) The Non-Profit recognizes it is good business practice to avoid conflicts of interest;
 - b) The Government of Ontario, pursuant to the Social Housing Reform Act 2000, has issued Ontario Regulation 339/01, which includes the Government's rules relating to conflict of interest and other business practices.
 - c) This By-Law sets out how the Non-Profit addresses conflicts of interest, including implementing the requirements of Ontario Regulation 339/01.

(This By-Law comprises of nine (9) pages with Schedules "A", "B"; a complete official copy of it may be obtained from the Secretary of the Corporation at the general office)