



Resolution of the Directors of \_\_\_\_\_ (the Corporation)  
carrying on business under the name of \_\_\_\_\_ (the Business Name)

Whereas it is in the interest of the Corporation to enter into arrangements for the provision of financial products and/or services with The Toronto-Dominion Bank, TD Mortgage Corporation, TD Pacific Mortgage Corporation and The Canada Trust Company<sup>1</sup> (collectively, the "Bank"), therefore;

**Be it resolved that:**

1. The Corporation may from time to time:
  - (a) open, maintain and operate one or more accounts with the Bank and do all things in relation thereto;
  - (b) borrow money or otherwise obtain credit from the Bank in such amounts and on such terms as may be deemed appropriate, by loans, advances, overdrafts, financial leases or otherwise;
  - (c) mortgage, hypothecate, charge, pledge, assign, convey, transfer or otherwise grant a security interest in any or all of the property, real and personal, immovable and moveable, undertaking and rights of the Corporation, present and future, to secure the payment and performance of any or all of the present and future indebtedness, liabilities and obligations of the Corporation to the Bank;
  - (d) enter into further arrangements for the provision of financial products and/or services with the Bank;
  - (e) guarantee the obligations of any third party to the Bank either with or without security; and
  - (f) do all such acts and things and execute and deliver any and all agreements or other instruments as deemed necessary by the Bank to give full effect to this resolution.
2. In accordance with any restrictions set out below, the persons holding the offices listed below from time to time are authorized for and on behalf of the Corporation to:
  - (a) execute and deliver all of the documents and instruments contemplated by this resolution;
  - (b) give the Bank instructions in connection with any of the foregoing;
  - (c) conduct all aspects of the Corporation's banking relationship with the Bank;
  - (d) further delegate the authority granted hereunder to such person or persons as the authorized signing officer(s) may select at any time and from time to time; and
  - (e) appoint, add, remove and/or replace signing officers (including appointing specific signing officers in respect of specified accounts) and to establish and change the Signing Officer Requirements/Restrictions from time to time on prior written notice to the Bank.

The Bank is entitled to rely on such documents, instruments, instructions and transactions as duly and validly authorized and binding on the Corporation including, without limitation, any documents, instruments, instructions and transactions made, drawn, accepted, endorsed or signed by any delegate(s). The Bank does not need to make any further inquiry into the authority of the authorized signing officers or delegates to bind the Corporation.

**Signing Officers (Identify by title and not by name)**

Title: \_\_\_\_\_  
Title: \_\_\_\_\_  
Title: \_\_\_\_\_  
Title: \_\_\_\_\_  
Title: \_\_\_\_\_  
Title: \_\_\_\_\_

**The persons holding the corresponding offices, as of the date hereof, are:**

Name: \_\_\_\_\_  
Name: \_\_\_\_\_  
Name: \_\_\_\_\_  
Name: \_\_\_\_\_  
Name: \_\_\_\_\_  
Name: \_\_\_\_\_

Any titled officer or signing officer of the Corporation is authorized to certify to the Bank the names of those persons who are holders from time to time of the positions authorized as signing officers, and such certification, when received by the Bank, shall be binding on the Corporation.

**Signing Officer Requirements/Restrictions**

*Record the signing requirements, using titles only and not names, e.g. "any one to sign", "the President to sign alone", the President and the Secretary to sign together.*

\_\_\_\_\_  
\_\_\_\_\_

Certified a true copy of a Resolution duly passed by the Board of Directors of the Corporation and that this Resolution is now in full force and effect and unamended.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_

X \_\_\_\_\_  
Name: \_\_\_\_\_

X \_\_\_\_\_  
Name: \_\_\_\_\_

**Note:** This form must be signed by the Corporation's titled officer(s), e.g. President, Secretary, Treasurer, Vice-President or signing officer(s) of the Corporation.

<sup>1</sup> TD Mortgage Corporation and TD Pacific Mortgage Corporation are loan companies incorporated under the *Trust and Loan Companies Act* of Canada, and member institutions of the Canada Deposit Insurance Corporation. The Canada Trust Company is a trust company incorporated under the *Trust and Loan Companies Act* of Canada, and a member institution of the Canada Deposit Insurance Corporation.