

SPECIAL RESOLUTION – Article 22 (Dues)

BE IT RESOLVED THAT Article 22 (Dues) of the bylaws be repealed and replaced with the following:

22. Dues

22.1 The Board of Directors may establish dues or fees payable by Members, subject to confirmation by the Members at a meeting of the Members, as required by the Act. . This decision requires the approval of a majority of Directors currently in office.

22.2 The Board shall notify Members of any dues or fees fixed in accordance with this Article.

22.3 Procedures relating to renewal notifications, non-payment, lapse of membership, and reinstatement shall be set out in a Board-approved policy. Failure to renew within the timeframe established in that policy may result in loss of good standing or termination of membership in accordance with the Act and these bylaws.

22.4 The Board may, in accordance with policy, waive or reduce dues in circumstances it considers appropriate.

Effective Date

This amendment takes effect immediately upon approval of this Special Resolution by the Members.

Authorization to Implement

Any director or officer is authorized to make any changes necessary to give full effect to this Special Resolution, including updating, consolidating, and filing the amended bylaws and any related documents as required under ONCA.

Rationale:

This amendment removes outdated operational procedures from the bylaws and aligns Article 22 with the *Ontario Not-for-Profit Corporations Act, 2010*. The Board will continue to set dues, but the detailed processes for reminders, non-payment, and reinstatement will move to policy, where they can be updated as needed without requiring a special resolution. This ensures the bylaws remain governance-focused, flexible, and consistent with current practice.