

SPECIAL RESOLUTION - Authorizing Proxy Voting

WHEREAS section 64(1.1) of the *Ontario Not-for-Profit Corporations Act, 2010* (“ONCA”) provides that a member may appoint a proxyholder only if the articles or bylaws expressly authorize proxy voting;

AND WHEREAS the Members wish to amend the bylaws to authorize proxy voting and to empower the Board of Directors to establish policies governing the use, limits, and administration of proxies;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT, if the Members approve the introduction of proxy voting at this meeting, the following new subsections shall be added to Article 23 of the bylaws:

23.8 Proxy Voting

Members may appoint a proxyholder to attend and vote on their behalf at a meeting of the Members, to the extent and with the authority given in the proxy, in accordance with ONCA and the proxy policies established by the Board.

A proxyholder may hold no more than one (1) proxy, ensuring a 1:1 ratio of proxies to Members

23.9 Proxy Policies

The Board of Directors may establish, amend, and repeal policies governing the use of proxies, including:

- eligibility of proxyholders;
- the maximum number of proxies a person may hold (not exceeding the 1:1 limit in section 23.8);
- the form and required content of proxy instruments;
- deadlines and methods for submitting proxies;
- procedures for verifying, recording, and revoking proxies; and
- any other administrative or procedural matters necessary to ensure fairness, transparency, and compliance with ONCA.

Such policies must comply with ONCA and these bylaws and are binding on all Members once approved by the Board.

If the Resolution Does Not Pass

If the Members do not approve the introduction of proxy voting, no proxy provisions shall be added, and Article 23 shall remain as adopted under the separate modernization resolution.

Alignment of Related Articles

If the Members approve the introduction of proxy voting, the Board of Directors is authorized to make any consequential amendments to Articles 26 (Quorum of Members) and 27 (Voting of Members) that are necessary to ensure consistency with the new proxy provisions and compliance with ONCA.

Effective Date

These amendments take 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.