

SPECIAL RESOLUTION – Amendments to Articles 26 and 27 (Quorum and Voting)

WHEREAS the *Ontario Not-for-Profit Corporations Act, 2010* (“ONCA”) permits member meetings to be held in person, electronically, or in a hybrid format, provided all participants can communicate with each other in real time;

AND WHEREAS the current bylaws refer only to members “present in person” and do not reflect ONCA-compliant electronic participation or voting methods;

AND WHEREAS the Board recommends modernizing Articles 26 and 27 to ensure clarity, consistency, and alignment with ONCA;

NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT Articles 26 and 27 of the bylaws be repealed and replaced with the following:

Article 26 – Quorum of Members

26. Quorum of Members

A quorum for the transaction of business at any meeting of Members shall consist of not fewer than fifteen (15) voting Members, whether attending in person, electronically, telephonically, or in a hybrid format, provided the method of participation allows all participants to communicate with each other in real time. In no case may a meeting proceed with fewer than ten (10) voting Members so attending.

Article 27 – Voting of Members

27. Voting of Members

Each voting Member shall be entitled to one vote at all meetings of Members. Members may vote whether attending in person, electronically, telephonically, or in a hybrid format, provided the Corporation is able to verify the identity and eligibility of each voter.

Unless otherwise required by law or these bylaws, every question shall be decided by a majority of votes cast. The Chair may determine the method of voting appropriate to the meeting format, including a show of hands, verbal confirmation, electronic poll, or any other secure method that allows votes to be collected and counted reliably.

A declaration by the Chair that a resolution has carried or not carried shall be prima facie evidence of the result unless a ballot is demanded. If a ballot is demanded and not withdrawn, the Chair shall direct the manner of taking the ballot, including by secure electronic means where applicable, and the result of such ballot shall be deemed the decision of the meeting.

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.