

Text of Special Resolutions:  
SPECIAL RESOLUTIONS OF THE MEMBERS  
OF THE ANCASTER SKATING CLUB (the "Corporation")

ARTICLES OF AMENDMENT AND NEW BY-LAW

WHEREAS the Corporation was incorporated by Letters Patent dated December 21, 2011;

AND WHEREAS THE By-law of the Corporation adopted May 18, 2016 and amended April 5, 2023 and June 19, 2023 is the current general operating by-law of the Corporation (the "Current By-law");

AND WHEREAS the Not-for-Profit Corporations Act, 2010 (Ontario) (the "ONCA"), which came into effect on October 19, 2021, now governs the Corporation;

AND WHEREAS it is in the best interests of the Corporation to amend the Letters Patent and the Current By-laws to bring them into conformity with the ONCA.

NOW THEREFORE BE IT RESOLVED AS SPECIAL RESOLUTIONS THAT:

1. The draft Articles of Amendment (the "Articles of Amendment") in the form submitted to the members of the Corporation (the "Members"), which are to be annexed to the minutes of this meeting as Schedule "A", are hereby approved through a Special Resolution of the Members;
2. Section 2.1 of the draft by-law of the Corporation (the "New By-law") in the form submitted to the Members, annexed to the minutes of this meeting as Schedule "B", which expands the compilation of the Board of Directors to be between 6 and 12, is hereby approved through a Special Resolution of the Members;
3. Whereas Section 22(2) of the ONCA provides that a Corporations Membership may delegate the authority to set the number of the Board of Directors for a year at their AGM to the Board itself, the Membership approves the delegation of its authority to set the number of the Board of Directors at each year's AGM to the Board of Directors via a Special Resolution;
4. Section 8.1 of the New By-law sets the new qualifications of Membership in the Corporation as the following:

*A Member shall be any person who is at least eighteen (18) years old and who:*

  - a) *Notifies an Officer in writing of their desire to become a Member in a form prescribed by the Board from time to time;*
  - b) *Has agreed to and executed a statement in the prescribed form as determined from time to time by the Board, providing that such Member is*

*in agreeance with, and shall abide by the Corporation's policies including but not limited to the applicable Terms and Conditions and Code of Conduct, and By-law #1 of the Corporation, in all matters when such Member is publically acting in their capacity as a Member;*

- c) *Has, in the sole discretion of the Board acting reasonably, a genuine interest in the objectives of the Corporation, including the Corporation's policies and By-law #1 of the Corporation;*
- d) *Has paid all applicable Membership and registration fees during the current membership year; and,*
- e) *Is:*
  - I. *A skater or program assistant who is registered with Skate Canada through the Corporation for the duration of the current membership year; or,*
  - II. *A Parent or Legal Guardian for a child or children under the age of 18 registered as a skater(s) with Skate Canada through the Corporation for the duration of the current membership year; or,*
  - III. *A Director who does not otherwise fall under I. or II.*

Section 8.1 of the New By-law is hereby approved by the Membership via a Special Resolution;

- 5. The remaining sections of the New By-law which have not been approved in the foregoing, are hereby approved via an Ordinary Resolution by the Members and shall take effect as set forth in paragraph 6 below;
- 6. The Current By-law shall be repealed and replaced by the New By-law as of the date that the Certificate of Amendment for the Articles of Amendment is issued to the Corporation (the "Certificate of Amendment") by the Ontario Ministry of Public and Business Service Delivery (the "Ministry"); and
- 7. The directors of the Corporation are hereby authorized to make such changes or additions to the Articles of Amendment if required to do so by the Ministry or by any other government body, provided that any such changes are in keeping with the spirit and intent of the Articles of Amendment.