

SPECIAL RESOLUTIONS OF THE MEMBERS
OF
THE BRUCE TRAIL CONSERVANCY
(the “Corporation”)

ARTICLES OF AMENDMENT AND NEW BY-LAW

WHEREAS the Corporation was incorporated by Letters Patent dated March 13, 1963, as amended by Supplementary Letters Patent dated February 26, 1965, December 22, 1986, October 23, 2007 and March 8, 2013 (collectively, the “**Letters Patent**”);

AND WHEREAS the by-laws of the Corporation adopted September 23, 2017 are the current general operating by-laws of the Corporation (the “**Current By-laws**”);

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

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;
2. The draft by-laws of the Corporation (the “**New By-laws**”) in the form submitted to the Members, which is to be annexed to the minutes of this meeting as Schedule “B”, are hereby approved and shall take effect as set forth in paragraph 3 below;
3. The Current By-laws shall be repealed and replaced by the New By-laws as of the date that the Certificate of Amendment for the Articles of Amendment is issued to the Corporation (the “**Certificate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 corporate Ministry (the “**Ministry**”); and
4. 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.