

**SPECIAL RESOLUTION**  
**OF**  
**THE GUELPH HUMANE SOCIETY INCORPORATED**  
(the "**Corporation**")

**ARTICLES OF AMENDMENT**

**WHEREAS:**

1. The Corporation was incorporated by Letters Patent dated April 27, 1946, as amended by Supplementary Letters Patent dated November 18, 1966 (together the "**Articles**"); and,
2. It is desirable to amend the Articles in accordance with the Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15 ("**ONCA**"), which came into force on October 19, 2021.

**NOW THEREFORE BE IT RESOLVED THAT:**

The Articles are hereby amended as follows:

1. The minimum number of directors of the Corporation be set at three (3) and the maximum number of directors of the Corporation be set at seventeen (17).
2. The classes and voting rights of members of the Corporation shall be as follows:
  - a) "Voting Members" shall pay the annual membership fee as stipulated by the Board from time to time. Voting Members shall have all the privileges of the Corporation including that of voting and holding office. Each Director and Committee Member shall be a Voting Member by virtue of their office unless otherwise terminated in accordance with the Act and this By-law. No annual membership fee is required to be paid by such Director and/or Committee Members. Any Director and/or Committee Member that has been terminated as a Member shall immediately be terminated as a Director and/or Committee Member, as the case may be.
  - b) "Life Members" shall be those persons awarded an honorary life membership for long term and outstanding service to the Corporation. Life Members shall have all the privileges of the Corporation including that of voting and holding office. No annual membership fee is required to be paid by Life Members.
  - c) "Honorary Members" shall be those persons awarded an honorary life membership for long term and outstanding service to the Corporation. Honorary Members shall have all the privileges of the Corporation except that of voting and holding office. No annual membership fee is required to be paid by Honorary Members.
  - d) "Past-Chair" shall be those persons defined in section 37 of the By-laws. Past-Chairs shall have all the privileges of the Corporation except that of voting and holding office other than the office of Past-Chair. No annual membership fee is required to be paid by Past Chairs.

2. Any officer or director of the Corporation be hereby authorized and directed to do and perform all acts and things, including, without limitation the execution of documents, necessary or desirable to give effect to the foregoing resolution.
3. This Resolution may be executed in any number of counterparts, and/or by facsimile, e-mail, PDF or digital format, each of which shall constitute an original and all of which, taken together, shall constitute one and the same instrument.

**THE UNDERSIGNED** being the Executive Director of the Corporation and a Director of the Corporation hereby confirms the foregoing special resolution to amend the Articles has been duly authorized as required by section 103 of the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15.

**DATED** this 13<sup>th</sup> day of June, 2023.

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**Lisa Veit**, Executive Director

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**Meaghan Middleton**, Director