

**SPECIAL RESOLUTION FOR REVISIONS TO EXISTING BY-LAWS AS REGISTERED UNDER  
THE CANADA NOT-FOR-PROFIT CORPORATIONS ACT.**

The Canada Not-for-profit Corporations Act (NFP Act) came into force on October 17, 2011 and replaced the legislation previously governing the Corporation (McGregor Lake Association).

Articles of Continuance were filed in 2013 to continue as a federal incorporation, containing the following:

1. That the corporation be known as Association du lac McGregor Lake Association
2. That there are a minimum of 12 and a maximum of 18 Directors
3. That the statement of purpose be

*"To promote and encourage interest in the protection of McGregor Lake and its surrounding environment, including the relevant watershed, for the continued benefit of the members and their properties; to collaborate with organizations and government authorities and agencies that share a similar purpose in the betterment of said area; to promote better relations and understanding among the residents and property owners of said area and generally to further the common interests of the members."*

4. That there be only one class of members, and
5. That upon liquidation of the association, after discharge of liabilities, that any remaining property be distributed to one or more not-for-profit organizations sharing a similar purpose to that of the association.

By-laws were also filed with Corporations Canada and are the subject of a separate Ordinary Resolution.

Members are asked to consider, and approve, with or without variation, the following Special Resolution. Approval of a Special Resolution requires an affirmative vote of 2/3 of the voting members present.

**WHEREAS** the Corporation is currently governed under the Canada Not-for-profit Corporations Act;  
**AND WHEREAS** it is considered desirable for the Corporation to have the ability to add a new class of membership thus requiring a Special Resolution;

**AND WHEREAS** simplification of communications with members is desired;

**BE IT RESOLVED THAT** the Corporation is authorized to

1. add a new class of membership with wording as follows:

**7. Membership Conditions**

Subject to the articles,

- a) there shall be one class of **voting** members in the Corporation. Membership in the Corporation shall be available only to individuals who have properties on the lake or have access to the lake by virtue of property ownership adjacent to the lake and are interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by

resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

- b) ***the board of directors may, by resolution of the board, create a non-voting class of membership.***

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2. simplify communication with members by adjusting the wording as follows:

### **9. Notice of Members Meeting**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by electronic or other communication facility, during a period of 21 to 35 days before the day on which the meeting is to be held. ~~**If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.**~~

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.