

SPECIAL RESOLUTION OF
MEMBERS OF
WILLOWDALE COMMUNITY LEGAL SERVICES
(the **Corporation**)

WHEREAS the Corporation was incorporated pursuant to the *Corporations Act* (Ontario) by letters patent dated July 8, 1988 (the **Letters Patent**);

AND WHEREAS the Corporation is now subject to the *Not-for-Profit Corporations Act, 2010* (Ontario) (the **Act**).

AND WHEREAS to facilitate the Corporation's compliance with the *Act*, the Corporation has made certain amendments to the Letters Patent.

NOW THEREFORE BE IT RESOLVED as a special resolution of the members of the Corporation:

1. The Corporation is hereby authorized to:
 - a) apply to the Ministry of Public and Business Service Delivery or, if applicable, any successor ministry or agency of the government of the Province of Ontario with jurisdiction (the **Ministry**) for the purpose of establishing that the range of the permissible number of directors of the Corporation shall be a minimum of eight and a maximum of ten as set out in the attached draft of the Application for Articles of Amendment, as Appendix "A" (the **Articles of Amendment**).
 - b) execute and file the Articles of Amendment upon such terms and conditions and additional provisions as may be required by the Director appointed under the *Act*, each of which said changes are hereby approved, authorized and confirmed.
 - c) appoint any two of the directors or officers of the Corporation (each an **Authorized Signing Officer** and together the **Authorized Signing Officers**) to sign the Articles of Amendment and all related documents on behalf of the Corporation, notwithstanding any change in any of the persons holding such offices between the time of the actual signing and the delivery of the application for the Articles of Amendment to the Director appointed under the *Act* (or such other authority with jurisdiction), and to treat any application for Articles of Amendment so signed as valid.

BE IT FURTHER RESOLVED as a special resolution of the members of the Corporation:

2. The Authorized Signing Officers are hereby authorized and directed for and on behalf of and in the name of the Corporation
 - a) to do, sign and execute, under the corporate seal of the Corporation or otherwise, all such other agreements, documents, certificates, directions (the **Additional Documents**)

- and things as in their opinion may be provided for, or which may be advisable, necessary, or useful, or which may be requested by the Director appointed under the *Act* in connection with the foregoing resolutions or in connection with the execution and delivery of the application for the Articles of Amendment; and
- b) to execute and deliver any replacements, amendments or supplements to any of the foregoing as they may deem necessary or advisable at any time or from time to time.
3. The directors of the Corporation may abandon the application for the Articles of Amendment without the further approval of the members of the Corporation if the directors determine that doing so is in the best interest of the Corporation.
4. Any act or acts of any officer or director of the Corporation or other person, which act, or acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby ratified and sanctioned as the act of the Corporation, and binding upon the Corporation.

BE IT FURTHER RESOLVED as a special resolution of the members of the Corporation that:

- a) The change to the number of directors of the Corporation to range with a minimum of eight and a maximum of ten as set out in the Articles of Amendment are hereby approved.
- b) Upon issuance of the Articles of Amendment by the Ministry, the number of directors of the Corporation shall be fixed at eight.
- c) Thereafter, the directors of the Corporation are authorized to fix, by ordinary resolution of the board passed from time to time, the number of directors of the Corporation within the range of the minimum and maximum number of directors set out in the Articles of Amendment.
5. Any two directors or officers of the Corporation are authorized to execute an application for articles of amendment to be submitted to the Approval Authority, and to take any additional and ancillary action necessary to give effect to this resolution, including signing other documents and instruments, and approving such amendments to the application for articles of amendment as required by the Approval Authority in order for the articles of amendment to be issued.