MODEL SPECIAL RESOLUTION

SPECIAL RESOLUTION OF MEMBERS

Continuing the Corporation under the provisions of the Canada Not-for-Profit Corporations Act and authorizing the directors to apply for a Certificate of Continuance.

WHEREAS the Corporation was incorporated under Part II of the Canada Corporations Act by Letters Patent dated the **10th day of April 1984.**

WHEREAS it is considered to be in the interests of the Corporation that it be continued under the Canada-Not-for-Profit Act (NFP Act) pursuant to section 297 of the NFP Act;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The directors of the Corporation are authorized and directed to make an application under section 297 of the NFP Act to the Director appointed under the NFP Act for a Certificate of Continuance of the Corporation;
2. The Articles of Continuance (transition) of the Corporation, which have been submitted to this meeting and are annexed to these minutes as Schedule A, are approved;
3. The general operating bylaw of the Corporation (as amended) is repealed effective on the date that the corporation continues under the NFP Act and the new general operating by-law No. 1 which has been submitted to this meeting and is annexed to these minutes as Schedule B is approved and will be effective on the same date.
4. Any one of the officers and directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance (transition), the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.

The undersigned, being the duly appointed (Secretary) of the Corporation, certifies that the above is a true and correct copy of a special resolution of members, passed at a meeting held on the **10th day of April, 2014,** by a majority of not less than two-thirds of the votes cast by the members of the Corporation who voted in respect of the resolution, and the resolution is in full force and effect, unamended as of the date below.

Dated **April 10, 2014**

Dr. Natalie Yanchar, Secretary