

**SPECIAL RESOLUTION OF THE MEMBERS OF
SIERRA CLUB CANADA FOUNDATION
(the Corporation)**

WHEREAS the Corporation was incorporated pursuant to the *Corporations Act* (Ontario) by letters patent dated July 29, 1971 (the **Original Letters Patent**);

AND WHEREAS the Original Letters Patent have been amended by supplementary letters patent ((the **Supplementary Letters Patent**) issued under the laws of the Province of Ontario as follows:

- a) supplementary letters patent dated November 24, 1994
- b) supplementary letters patent dated June 3, 2016; and
- c) supplementary letters patent dated August 11, 2017.

AND WHEREAS the Original Letters Patent of the Corporation as amended by the forgoing supplementary letters patent is hereinafter referred to as the “Letters Patent”.

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

AND WHEREAS it is in the interest of the Corporation to make an application for articles of amendment pursuant to the *Act* to amend the Letters Patent.

NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Letters Patent be amended by deleting:
 1. By deleting therefrom in its entirety the clause on page 5 in the Original Letters Patent, which reads as follows:

“AND IT IS HEREBY ORDAINED AND DECLARED that the Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects”;
 2. By deleting therefrom in its entirety the clause on page 5 in the Original Letters Patent, which reads as follows:

“AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that, upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada”;
 3. By deleting therefrom in its entirety the clause on page 6 in the Original Letters Patent, which reads as follows:

“AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that the directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.

4. By deleting in its entirety clause that is designated as “a.” under the heading “To Add The Following Special Provisions” as set out on page 2A of the Supplementary Letters Patent dated June 3, 2016, which reads:

“a. The corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the corporation shall be used in promoting its objects.”

And replacing it with:

“a. Commercial purposes, if any, included in the articles are intended only to advance or support one or more of the non-profit purposes of the corporation. No part of a corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities.”

5. By deleting in its entirety clause that is designated as “c.” under the heading “To Add The Following Special Provisions” as set out on page 2A of the Supplementary Letters Patent dated June 3, 2016, which reads:

“c. The directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from their position as such; provided that a director may be paid reasonable expenses incurred by them in the performance of their duties.”

And replacing it with:

“c. No director shall receive remuneration for services provided in the capacity as a director, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by the corporation, a director may be compensated for services other than as a director pursuant to the regulation made under the *Charities Accounting Act*, or with court approval or an order made under section 13 of the *Charities Accounting Act*.”

6. Clause “d.” under the heading “To Add The Following Special Provisions” as set out on page 2A of the Supplementary Letters Patent dated June 3, 2016 is amended by deleting “59 of the *Corporations Act*” in the second line and replacing it with “85” of the *Not-for-Profit Corporations Act, 2010*.

7. By deleting in its entirety clause that is designated as “e.” under the heading “To Add The Following Special Provisions” as set out on page 2A of the Supplementary Letters Patent dated June 3, 2016, which reads:

“e. Upon the dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charities registered under the Income Tax Act (Canada) in Canada.”

And replacing it with:

“e. Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to a Canadian body corporate that is a registered charity under the *Income Tax Act* (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada.”

8. Clause “f.” under the heading “To Add The Following Special Provisions” as set out on page 2A of the Supplementary Letters Patent dated June 3, 2016 is amended by deleting “317(1) of the *Corporations Act*” in the second to the last line and replacing it with “169(1) of the *Not-for-Profit Corporations Act, 2010*.”

9.— Clause “h.” under the heading “To Add The Following Special Provisions” as set out on page 2A of the Supplementary Letters Patent dated June 3, 2016 is amended by deleting “*Corporations Act*” in the second line and replacing it with “*Not-for-Profit Corporations Act, 2010*.”

II. 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 three and a maximum of fourteen 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 12.
- 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.

III. The Corporation is hereby authorized to apply to the Ministry of Public and Business Service Delivery for the Province of Ontario, or, if applicable, any successor ministry or agency of the government of the Province of Ontario with jurisdiction (the **Approval Authority**), for the issuance of articles of amendment for the purpose of amending the

Letters Patent in accordance with the provisions of paragraph I to IV of this special resolution (the **Articles of Amendment**).

- IV. 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.