

**HOSPICE CARE OTTAWA/  
MAISON DE SOINS PALLIATIFS D'OTTAWA**

(the “Corporation”)

**RESOLUTIONS OF THE MEMBERS**

**ARTICLES OF AMENDMENT**

RECITALS:

- A. The *Not-for-Profit Corporations Act, 2010* (Ontario) (the “**Act**”) came into force on October 19, 2021, and replaced the *Corporations Act* (Ontario) in governing corporations without share capital.
- B. It is in the best interests of the Corporation to amend its letters patent and supplementary letters patent to bring them into conformity with the Act by filing articles of amendment in the form presented to the members (the “**Articles of Amendment**”).
- C. The directors of the Corporation approved the Articles of Amendment, subject to approval by special resolution of the members, on **the \_\_\_ day of \_\_\_\_\_**, 2023.

RESOLVED, as a special resolution, that:

- 1. the Articles of Amendment are hereby approved;
- 2. any two (2) directors or officers of the Corporation are hereby authorized and directed to sign all documents, including the Articles of Amendment, with such further amendments as they may determine to be necessary, proper, convenient or desirable to comply with the requirements of any governmental authority having jurisdiction in respect of the Act, without the need for further approval of the directors or the members of the Corporation, and to do on behalf of the Corporation all things necessary, desirable or useful to carry out and give to effect to this resolution, including the filing of the Articles of Amendment with the Director appointed under the Act; and
- 3. the directors may revoke this resolution before it is acted on without further approval of the members.

**GENERAL OPERATING BY-LAW**

RECITALS:

- A. The Act came into force on October 19, 2021, and replaced the *Corporations Act* (Ontario) in governing corporations without share capital.
- B. It is in the best interests of the Corporation to update its by-laws to conform to the Act.

- C. The directors of the Corporation approved the General Operating By-law on the \_\_\_ day of \_\_\_\_\_, 2023.

RESOLVED, as a special resolution, that:

1. General Operating By-law, a by-law repealing all previous by-laws of the Corporation, relating to the transaction of the activities and affairs of the Corporation, as enacted by the directors of the Corporation and in the form presented to the members, is hereby confirmed as the by-law of the Corporation to be effective upon the issuance of a Certificate of Amendment by the Government of Ontario under the Act; and
2. following the effective date, any two (2) directors or officers of the Corporation are hereby authorized and directed to certify a copy of such by-law to be placed in the minute book of the Corporation.