

**SPECIAL RESOLUTION OF THE MEMBERS OF
CARENOW ONTARIO (the “Corporation”)**

BACKGROUND:

1. The Corporation was incorporated under the *Corporations Act* (Ontario) by Letters Patent dated the 24th day of April, 1992 (the “**Letters Patent**”);
2. In November, 2020, the Corporation sought supplementary letters patent to amend and update its corporate objects. The Corporation was successful in its application and supplementary letters patent were granted recognizing the Corporation’s new corporate objects (the “**2020 Corporate Objects**”);
3. In August, 2022, the Corporation sought Articles of Amendment to change the corporate name from The Myalgic Encephalomyelitis Association of Ontario (“**MEAO**”) to CareNow Ontario. The Corporation was successful in its application and Articles of Amendment were granted recognizing the Corporation’s new name;
4. The *Not-for-Profit Corporations Act, 2010* (Ontario) allows for the Corporation to have a fixed number of directors or to set a range for a minimum and maximum number of directors. If a Corporation sets a range for a minimum and maximum number of directors, a decrease in the number of directors does not shorten the term of an incumbent director;
5. The Corporation’s Bylaw No 2. section 3 states that the “the board of directors is made up of seven directors”.
6. According to the Government of Ontario records, the Corporation’s number of directors is currently fixed at seven. Changes to the number of directors requires the submission of Articles of Amendment; and
7. Articles of Amendment require a Special Resolution of the Members, meaning at least two-thirds of the Corporation’s Members in attendance at a Members’ meeting must approve the Special Resolution.

NOW THEREFORE, BE IT RESOLVED AS SPECIAL RESOLUTION:

1. That the Corporation be hereby authorized to prepare and to submit Articles of Amendment changing the number of the Corporation’s directors from being fixed at seven to setting a range for a minimum of three and a maximum of seven directors;

2. That the Members of the Corporation do hereby authorize and empower the directors to fix, by resolution, the number of directors of the Corporation within the approved range of three to seven; and
3. Any two directors or any one director and one officer are authorized to take all such actions and to execute and deliver to the Government of Ontario all such necessary or appropriate documentation, including the Articles of Amendment, with such additions, deletions or other changes as may be necessary or desirable for the implementation of this resolution.

The undersigned, being the duly appointed President of the Corporation, certifies that the above is a true and correct copy of a special resolution of CareNow Ontario, passed at a meeting of the Corporation's Member's held on the ____ day of _____, 2022, and the resolution is in full force and effect, unamended as of the date below.

DATED at Toronto, Ontario this ____ day of _____, 2022.

**Denise Magi, President
CareNow Ontario**