

**SPECIAL RESOLUTIONS OF THE MEMBERS
OF
THE ARQUIVES: CANADA'S QUEER ARCHIVES
(the “Corporation”)**

**AMENDMENT OF CONSTATING DOCUMENTS TO CONFORM WITH THE
ONTARIO *NOT FOR-PROFIT CORPORATIONS ACT, 2010* (“ONCA”)**

WHEREAS the Corporation was incorporated under Part III of the *Corporations Act* (Ontario) by Letters Patent dated March 31, 1980;

AND WHEREAS those Letters Patent were amended by Supplementary Letters Patent dated January 4, 1994;

AND WHEREAS those Letters Patent were further amended by Supplementary Letters Patent dated August 13, 2020;

AND WHEREAS ONCA came into force on October 19, 2021 and replaced the *Corporations Act* (Ontario);

AND WHEREAS it is necessary and in the best interests of the Corporation that the Corporation amends its Letters Patent, Supplementary Letters Patent and by-laws as hereinafter provided to bring them into conformity with ONCA and that the directors of the Corporation restate the articles;

AND WHEREAS the Corporation, being a registered charity under the *Income Tax Act* (Canada), has applied to the Charities Directorate of the Canada Revenue Agency (“CRA”) for pre-approval to formally amend its objects (purposes), which application is pending;

NOW THEREFORE BE IT RESOLVED AS SPECIAL RESOLUTIONS THAT:

1. Articles of Amendment, in the form submitted to this meeting and annexed hereto, are approved;
2. By-law No. 4, in the form submitted to this meeting and annexed hereto, is hereby approved to take effect as of the date of the Certificate of Amendment, with Articles of Amendment, to be issued by the Ontario Ministry of Public and Business Service Delivery, and as of such date all prior by-laws of the Corporation shall be repealed;
3. The following changes to the membership of the Corporation, to take effect as of the date of the Certificate of Amendment, together with Articles of Amendment, to be issued by the Ministry, are hereby approved:

- a) The class of membership classified in By-law No. 3 of the Corporation as “Honorary Members” shall be terminated and each person holding a honorary membership in the Corporation shall cease to be a member of the Corporation; and
 - b) The class of membership classified in By-law No. 3 of the Corporation as “Ordinary Members” shall continue as members of the Corporation under the one class of members established by the Articles of Amendment and shall be entitled to receive notice of, attend and vote at all meetings of members of the Corporation.
4. The number of directors of the Corporation within the range specified in the Articles of Amendment is hereby determined to be nine (9).
 5. Any of the directors and officers of the Corporation is hereby authorized and empowered to take all such further action and to execute and deliver all such further documents, in the name and on behalf of the Corporation (including, without limitation, filing with the Director appointed under ONCA Articles of Amendment in the prescribed form, with such additions, deletions or other changes as may be required by the Ontario Ministry of Public and Business Service Delivery or any other provincial or federal regulator) and to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to carry out the full intent and purposes of the foregoing resolutions.

The undersigned, being the duly appointed secretary of The ArQuives: Canada’s Queer Archives, certifies that the above is a true and correct copy of special resolutions of The ArQuives: Canada’s Queer Archives, passed at a meeting of members held on the _____ day of _____, 2025 by at least two-thirds of the votes cast by the members of the Corporation who voted in respect of the resolutions, and the resolutions are in full force and effect, unamended as of the date below.

Dated the _____ day of _____, 2025.

LISA FREEDMAN – Secretary