

**SPECIAL RESOLUTION OF THE MEMBERS
OF
CANADIAN NETWORK FOR THE PREVENTION OF ELDER ABUSE
(CNPEA)**

**RÉSEAU CANADIEN POUR LA PRÉVENTION DU MAUVAIS
TRAITEMENT DES AÎNÉES (RCPMTA)**

(the "Network")

WHEREAS the Network was continued under Part II of the *Canada Not-for-profit Corporations Act* ("CNCA") in 2014, at which time it adopted By-Law No. 1 relating generally to the conduct of the affairs of the Network.

AND WHEREAS it is considered in the best interests of the Network that By-Law No. 1 be repealed and a new general by-law approved by the Board of Directors on June 12, 2025, be confirmed by the members by special resolution.

BE IT RESOLVED AS A SPECIAL RESOLUTION OF THE MEMBERS THAT:

1. The 2025 General By-Law approved by the Board of Directors on June 12, 2025, as submitted to this meeting in English and French and annexed hereto as Schedule "A", be adopted, approved and confirmed to continue in effect as the general by-law of the Network.

2. The following amendments in the 2025 General By-Law that relate to the conditions and rights of members, to take effect upon the confirmation of the bylaw, are approved as follows:

- a. **Definitions** adds a new definition of "**consensus**" which occurs when "all can live with the decision or idea". The new section 23 on voting at members' meetings continues the goal that "all members' meetings aim to work through consensus", but clarifies that if consensus is not obtained, every question shall be determined by a majority of votes cast on the question.
- b. "**Ordinary resolution**" is changed to specify that a resolution must be passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.

- c. **Membership** - There continues to be only one class of members in the Network, which is available to persons interested in furthering the Network's purposes and who have applied for and been accepted into membership.
 - i. The 2014 by-law Section 3.01 required that the directors, by way of a resolution passed by a simple majority of its members, shall decide on applications for membership during a special board meeting called for this purpose.
 - ii. The new Section 8 **Membership conditions** permits membership applications to be accepted by resolution of the board or in such other manner as may be determined by the Board. Each member continues to be entitled to receive notice of, attend and vote at all members' meetings.
- d. Section 10 **Notice of members' meeting** has been revised in the 2025 by-law to provide **notice only by electronic or other communication facility** during a period of 21 to 35 days before the day of the meeting. Only if a member requests that the notice be given by non-electronic means will it sent by mail, courier or personal delivery. Section 2.03 of the 2014 By-Law previously required that notice of members meeting shall be given by both electronically and by mail, courier, or personal delivery 21 to 60 days before the meeting.
- e. A new provision, Section 11, **Members calling a members' meeting** has been added to require that the Board of Directors call a special meeting of members in accordance with section 167 of the Act on written requisition of members carrying not less than 5% of the voting rights. Failure of the directors to do so within 21 days permits any member who signed the requisition to call the meeting.
- f. Section 12, **Absentee voting at members' meetings** removes voting by mailed in ballot. Members will continue to vote only by means of electronic communication within the approved verification and non-identification of identity voting system.

- g. Section 16 **Discipline of members** adds specific administrative fairness process provisions that the board shall take prior to suspending or expelling a member that provides the proposed reasons, the right to make written submissions and receive a final decision within set timelines.
- h. A new Section 17 **Proposals** permits 5% of the members entitled to vote at a members meeting to propose nominations for the election of directors. Section 18 **Costs** requires that the member submitting a proposal shall pay the cost of including the proposal and their statement in the notice of meeting unless provided otherwise by ordinary resolution of the members present.
- i. Section 26, **Number of directors** changes the process for how the exact number of directors will be set within the minimum of 3 directors and a maximum of 20 directors set in the Articles of Continuance. Previously, the board was to determine the exact number which was then confirmed by a two-thirds vote of members at a special meeting of members. The new section permits the exact number to be determined either by the members by ordinary resolution, or if the ordinary resolution empowers the directors to determine the exact number, by resolution of the board.
- j. Previous Section 5.03 **Honorary Membership** permitting the board to elect non-voting Honorary Board Members is removed, there being at present no persons with that designation.
- k. A new Section 40 **Dispute resolution mechanism** was added to provide a process to govern in the event that a dispute or controversy among members, directors or other persons arising out of or relating to the articles, bylaws or other aspect of the operations of the Network is not resolved in private meetings between the parties.

3. Anyone of the officers and directors of the Network is authorized to take all such actions and execute and deliver all such documentation, including the annexed By-law in the approved format in English and French, with such additions, deletions or other changes required by Corporations Canada or

federal or provincial regulator, which are necessary or desirable for the implementation of this resolution.

The undersigned officer certifies that the above is a true and correct copy of a special resolution of Canadian Network for the Prevention of Elder Abuse (CNPEA) - Réseau Canadien pour la prévention du mauvais traitement des aînées (RCPMTA), passed at a meeting of members held on the ____ day of September, 2025, by a majority of not less than two-thirds of the votes cast by the members of the Network who voted in respect of the resolution and the resolution is in full force and effect, unamended as of the date below.

Dated the ____ day of _____, 2025.

NAME, Chair