



**RESOLUTION OF THE BOARD OF DIRECTORS OF
ONTARIO SOCIETY FOR CRIPPLED CHILDREN – EASTER SEALS ONTARIO
(the “Corporation”)**

EXTENSION OF TERM

WHEREAS, pursuant to Article 4(C) of Consolidated By-Laws Nos. 1 and 2 -1973, and No. 3 -1984, as amended, restated, passed and approved by the Board of Directors of the Corporation (the “Board”) on June 8, 2022, that NOTWITHSTANDING section 4(B), [which notes that following the conclusion of the Director’s second term, any Director may have the term extended by one (1) year when special circumstances warrant it], that an extension shall be proposed by the Board and ratified by the Members at the next Annual General Meeting where elections of Directors are held.

THEREFORE, BE IT RESOLVED BY THE BOARD THAT the term of office of Kevin Kelly be hereby extended retroactively from June 2022 ending June 2023 as per existing By-laws.

PASSED and APPROVED by the Board of Directors of Easter Seals Ontario on the 7th day of December, 2022.



**RESOLUTION OF THE BOARD OF DIRECTORS OF
ONTARIO SOCIETY FOR CRIPPLED CHILDREN – EASTER SEALS ONTARIO**
(the “Corporation”)

TERM OF OFFICERS

WHEREAS Article 4(B) of the Amended and Restated By-laws of the Corporation provides as follows:

The term of office of each Director shall be three (3) years, to expire at the second Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected.

Each Director is eligible for election for two consecutive full terms, and afterwards is not eligible for re-election until a period of eleven months has elapsed from the date such person ceased to be a Director.

AND WHEREAS Article 6(A) of the Amended and Restated By-laws of the Corporation provides, among other things, as follows:

The following will comprise the Executive Committee of the Corporation and each will hold office for a term of three (3) years from the date of appointment:

- i. Chair
- ii. Vice Chair
- iii. Treasurer
- iv. Secretary

[the remainder of Article 6(A) is intentionally deleted for the purposes of this Resolution.]

AND WHEREAS the Corporation wishes to further amend the Amended and Restated Bylaws of the Corporation to restart and refresh the term of a Director who is appointed Chair, Vice Chair, Treasurer, or Secretary of the Corporation to ensure that a candidate for such appointment may hold such office for at least one (1) three-year term;

BE IT RESOLVED THAT, notwithstanding anything contained to the contrary in the Letters Patent, Articles of Amendment or the by-laws of the Corporation, the term of a Director who is appointed to hold the office of Chair, Vice Chair, Treasurer, or Secretary of the Corporation is deemed to commence on the date of such appointment and shall expire not later than the close of the third annual meeting of the Directors after such appointment.

AND BE IT FURTHER RESOLVED THAT, notwithstanding anything contained to the contrary in the Letters Patent, Articles of Amendment or the by-laws of the Corporation, a Director who is appointed to hold the office of Chair, Vice Chair, Treasurer or Secretary of the Corporation is eligible for re-appointment to such office for a second and final consecutive term expiring not later than the close of the third annual meeting of the Directors following such re-appointment; and, upon the expiry of such second and final consecutive term, such Director shall not be eligible for re-election as a Director until eleven (11) months have elapsed from such time.

PASSED and APPROVED by the Board of Directors of Easter Seals Ontario on the 3rd day of May, 2023.