

**SPECIAL RESOLUTION OF THE MEMBERS**  
**OF**  
**PETERBOROUGH CITY SOCCER CLUB INC.**  
**(the “Corporation”)**

**WHEREAS** the Corporation was incorporated under the *Corporations Act* (Ontario) by Letters Patent that were issued on September 22, 1992, as *PETERBOROUGH CITY SOCCER CLUB INC.* (the “Articles”);

**AND WHEREAS** the Corporation is continued under the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 (“ONCA”);

**AND WHEREAS** the Members of the Corporation desire to make certain changes to the Articles in order to comply with the provisions of ONCA, specifically to include the classes of Membership of the Corporation in the Articles and to include the range of number of Directors in the Articles (to between 5 and 15);

**AND WHEREAS** the Members wish to restate the Articles as soon as possible once the amendments have been made (as permitted under ONCA).

**THEREFORE, BE IT RESOLVED** as follows:

A. Classes of Membership:

It is confirmed that the Corporation has three (3) Classes of Members.

B. Number of Directors:

The number of Directors of the Corporation shall be a range of between 5 and 15 Directors.

C. Amendment of Articles:

1. The Articles of the Corporation shall be amended by adding the following text:

“The Corporation shall have three (3) Classes of Members: “General”; “Life” and “Honorary”;

General Members shall be entitled to receive notice of and attend all meetings of the Members and vote at all Meeting of the Members.

Life Members shall be entitled to receive notice of and attend all meeting of the Members but shall not be entitled to vote except as specifically provided by the Act.

Honorary Members shall be entitled to receive notice of and attend all meeting of the Members but shall not be entitled to vote except as specifically provided by the Act.”

2. The Articles of the Corporation shall be further amended by adding the following text:

“The number of Directors of the Corporation shall be a range of between 5 and 15 Directors.”

D. Head Office:

The Head Office, of the Corporation, until changed, shall be 2150 Ashburnham Drive, Peterborough, Ontario K9J 2J6.

E. Restatement of Articles:

1. Following the Amendment of the Articles, the Corporation shall restate their Articles pursuant to section 109 of ONCA.

- F. The Directors of the Corporation are hereby directed to take all steps necessary and make all filings required to give effect to this Resolution, including amending the Articles and Restating the Articles.

This Special Resolution has been approved by 2/3 of the Members attending a meeting of the Members of the Corporation on July 18, 2024

---

Secretary: