

**SPECIAL RESOLUTION OF THE MEMBERS
OF
THE FORT HENRY GUARD CLUB OF CANADA INCORPORATED**
(the “Corporation”)

TRANSITION MEMORANDUM

WHEREAS it is necessary for the Corporation to pass a By-law Transition Memorandum;

BE IT RESOLVED THAT:

1. The Corporation is hereby authorized to pass a By-law Transition Memorandum, pursuant to the *Business Corporations Act*, (Ontario);
2. The By-law Transition Memorandum in the form attached hereto as Appendix A is hereby approved and adopted; and
3. The directors and proper officers of the Corporation, including the Past-President, be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out the foregoing.

THE FOREGOING SPECIAL RESOLUTION is hereby consented to and passed by the members of the Corporation entitled to vote thereon at a meeting of members, as evidenced by the signature of its authorized signing authority in accordance with the provisions of section 103(1) of the *Ontario Not-for-Profit Corporations Act*, 2010, S.O. 2010, c.15, this 27th day of August, 2024.

**THE FORT HENRY GUARD CLUB OF
CANADA INCORPORATED**

Per:

Name: John Grenville
Title: Secretary/Treasurer

APPENDIX A

THE FORT HENRY GUARD CLUB OF KINGSTON INCORPORATED

(the "Corporation")

By-law Transition Memorandum

The following transitional provisions apply in respect of the transition from the by-law of the Corporation as amended at July 19, 2008 Annual General Meeting Page 14 of 14, with further amendments, as noted, approved at Annual General Meeting on August 26, 2021 (the "**Legacy By-law**") to the newly proposed BY-LAW No. 1 of the Corporation (the "**New By-law**") proposed by and approved by the Board of the Corporation on _____, 2024.

1. **Membership Transition.** Effective as of the coming into force of the New By-law: All "REGULAR", "AFFILIATE" and "HONORARY" members (as such terms are defined in the Legacy By-law) shall continue to be members of the Corporation in the single class of membership described in the New By-law.