

SPECIAL RESOLUTION OF THE AO-MEMBERS TO AMEND THE BY-LAWS OF ATHLETICS ONTARIO

WHEREAS the Directors have resolved that certain clarifications and amendments be made to the By-Laws of Athletics Ontario and have included information as to such clarifications and amendments, including the proposed text of this Special Resolution, in the materials provided to the AO-Members in connection with this Meeting of AO-Members

AND WHEREAS the following are the clarifications and amendments approved by the Directors:

- a) the wording of Section 4.01.1 of the By-Laws is clarified regarding the number of votes allocated to Clubs of different sizes and amended to provide that Club votes shall not be cast by Directors who may be Club-Members;
- b) Section 5.01 of the By-Laws is amended to eliminate the concept of "Directors-at-Large" appointed by the Board as such an appointment is not provided for under the Act;
- c) the wording of Section 5.03 of the By-Laws is clarified regarding the time by which AO-Members must be invited to make recommendations of candidates to the Board or nominations;
- d) the wording of Section 5.04 of the By-Laws is clarified regarding the process for electing Directors if a slate does not receive majority approval; amended to remove the reference to "Directors-at-Large; and amended to remove the reference to electing half of the Directors in even-numbered years and half in odd-numbered years;
- e) Section 5.05 of the By-Laws is amended to change the term to be served by Directors from two (2) years to three (3) years and to remove the reference to "Directors-at-Large";
- f) the transition provision in Section 5.06 of the By-Laws is replaced with a transition provision appropriate to the change to three (3) year terms;

AND WHEREAS Section 12.02 of the By-Laws provides that the Directors may repeal, amend or re-enact any By-Law but every such By-Law, unless in the meantime confirmed by Special Resolution at a Meeting of AO-Members duly called for that purpose, shall have force only until the commencement of the next annual meeting of members pursuant to the provisions of the Act unless confirmed thereat;

IT IS RESOLVED AS A SPECIAL RESOLUTION OF THE AO-MEMBERS ENTITLED TO VOTE THEREON TO AMEND THE BY-LAWS AS FOLLOWS:

1. Section 4.01.1 is deleted and replaced with the following:

4.01.1 Class 1: Directors and Clubs (Voting)

"Class 1 shall consist of Directors of the Corporation and all Clubs registered as AO-Members with the Corporation who have five (5) or more Club-Members.

<u>Description</u>	<u>Weight of Votes</u>
Directors	1
Clubs with 5 or more but fewer than 51 Club-Members	1
Clubs with 51 or more but fewer than 101 Club-Members	2
Clubs with 101 or more Club-Members	3

Club votes are to be cast by one Club-Member (other than a Director who may be also be a Club-Member of the Club) of a Club classified in Class 1."

2. The first sentence of Section 5.01 is deleted and replaced with the following:

“The property and business of the Corporation shall be managed by a Board of Directors, comprised of six (6) to nine (9) Directors.”

3. The reference to “at least thirty (60) days” in the second sentence of Section 5.03 is deleted and replaced with “at least sixty (60) days”.

4. In Section 5.04, the second sentence is deleted and replaced with the following: “In the event that the slate does not receive majority approval, the names of the candidates on the slate and such others as have been nominated shall be submitted for election. If the number of candidates nominated for election is greater than the number of vacancies to be filled, election shall be made by ballot vote, in which AO-Members may vote for as many nominees as there are vacancies to be filled. To the extent of the vacancies to be filled, the nominees, who in descending order receive the most number of votes, shall be declared elected. In the event that a tie vote exists for the last remaining vacancy(ies), a second ballot vote shall be taken to determine the order in which such tied nominees are to be ranked to fill the remaining vacancy(ies). If the number of nominees for election is equal to or less than the number of vacancies to be filled, the nominees shall be submitted for election individually and elected or rejected by majority approval.”

5. The last two sentences of Section 5.04 are deleted.

6. The first two sentences of Section 5.05 are deleted and replaced with the following: “Except as may result from the application of the transition provisions in Section 5.06, the elected Directors shall serve a term of three (3) years and no elected Director shall serve more than nine (9) consecutive years.”

7. Section 5.06 is deleted and replaced with the following:

5.06 Transition

Following confirmation of the amendments to the By-Laws at the Meeting of AO-Members held November 22, 2020, a third of the newly elected or returning Directors shall serve a one-year term, a third of the newly elected or returning Directors shall serve a two-year term, and a third of the newly elected or returning Directors shall serve a three-year term. The Directors selected to serve each of these terms will be determined by the Board