

SPECIAL RESOLUTION OF THE MEMBERS

OF

TRENT RADIO

(the “Corporation”)

WHEREAS the Corporation was incorporated under the *Corporations Act* (Ontario) by Letters Patent that were issued on January 16, 1978, as *TRENT RADIO*, and amended by filing Supplementary Letters Patent on May 3, 1985 to change the Corporation’s Objects (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 Bylaws in order to comply with the provisions of ONCA;

THEREFORE, BE IT RESOLVED as follows:

1. The existing bylaws of Trent Radio are repealed.
2. The bylaw attached to this resolution is adopted.

This Special Resolution has been approved by 2/3 of the Members attending a meeting of the Members of the Corporation on ____ December 2023.

Secretary:

SPECIAL RESOLUTION OF THE MEMBERS

OF

TRENT RADIO

(the “Corporation”)

WHEREAS the Corporation was incorporated under the *Corporations Act* (Ontario) by Letters Patent that were issued on January 16, 1978, as *TRENT RADIO*, and amended by filing Supplementary Letters Patent on May 3, 1985 to change the Corporation’s Objects (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, to include the range of number of Directors in the Articles (to between 7 and 12) and to include the current standard Charitable Clauses in the Articles and remove redundant provisions;

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 four (4) Classes of Members: Student, Community, Organizational, and Honourary. Every Member of each class shall have the right to receive notice of every Meeting of the Members and to vote at every Meeting of the Members.

B. Number of Directors:

The number of Directors of the Corporation shall be a range of between 7 and 12 Directors.

C. Amendment of Articles:

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

“The Corporation has four (4) Classes of Members: Student Members, Community Members, Organizational Members, and Honourary Members. Except where a class of Members is entitled to vote as a Class, every Member of each class shall have the right to receive notice of every Meeting of the Members and to vote at every Meeting of the Members. “

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 7 and 12 Directors.”

3. The Articles of the Corporation shall be further amended to include the current standard Charitable Clauses to be included in the articles of Charitable Corporations, as follows:

a. Commercial purposes, if any, included in the articles are intended only to advance or support one or more of the non-profit purposes of the corporation. No part of a corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities.

b. The corporation shall be subject to the Charities Accounting Act.

c. No director shall receive remuneration for services provided in the capacity as a director, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by the corporation, a director may be compensated for services other than as a director pursuant to the regulation made under the Charities Accounting Act, or with court approval or an order made under section 13 of the Charities Accounting Act.

d. To invest the funds of the corporation pursuant to the Trustee Act.

e. Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to a Canadian body corporate that is a registered charity under the Income Tax Act (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada.

D. Head Office:

The Head Office of the Corporation, until changed, shall be: 715 Geroge Street North, Peterborough, ON K9H 3T2.

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 ____ December 2023.

Secretary: