

**RESOLUTIONS OF THE MEMBERS**  
**OF**  
**THE OSGOODE SOCIETY FOR CANADIAN LEGAL HISTORY**  
(the "**Corporation**")

**AMENDMENT OF ARTICLES**

**WHEREAS** the Corporation was incorporated under the *Corporations Act* (Ontario) and the Corporation is now governed by the *Not-for-Profit Corporations Act, 2010* (Ontario) (“**ONCA**”);

**AND WHEREAS** ONCA defines the word “articles” in part as follows: “articles” means any instrument that incorporates a corporation ..., including ... letters patent ...”;

**AND WHEREAS** it is considered desirable to amend the articles of the Corporation by filing Articles of Amendment in the form presented to the Members;

**NOW THEREFORE BE IT RESOLVED, as a special resolution of the Members, THAT:**

1. The submission of Articles of Amendment to the Ontario Ministry of Public and Business Service Delivery in the form presented to the Members is hereby approved.
2. Any one of the directors and officers of the Corporation is authorized to take all such actions and execute and deliver all such other documentation which are necessary or desirable for the implementation of the above special resolution.

**AMENDMENT OF BY-LAW**

**WHEREAS** the Directors have approved a replacement for the current By-law No. 1 of the Corporation for presentation to the Members for confirmation;

**AND WHEREAS** it is considered desirable to confirm the amendment of the current By-law No. 1 (as of the date on which the Articles of Amendment have been issued by the Ontario Ministry of Public and Business Service Delivery) by replacing it with the form of By-law No. 1 presented to the Members;

**NOW THEREFORE BE IT RESOLVED, as a resolution of the Members, THAT:**

3. The amendment of the current By-law No. 1 (as of the date on which the Articles of Amendment have been issued by the Ontario Ministry of Public and Business Service Delivery) by replacing it with the form of By-law No. 1 presented to the Members is hereby confirmed; and

4. Any one of the directors and officers of the Corporation is authorized to take all such actions and execute and deliver all such other documentation which are necessary or desirable for the implementation of the above resolution.

### **SPECIAL RESOLUTIONS REGARDING NUMBER OF DIRECTORS**

**WHEREAS** the Corporation is applying for Articles of Amendment;

**AND WHEREAS** such amendment will result in a minimum of 18 directors and a maximum of 24 directors;

**AND WHEREAS** the Corporation is amending the current By-law No. 1 of the Corporation (as of the date on which the Articles of Amendment have been issued by the Ontario Ministry of Public and Business Service Delivery);

**AND WHEREAS** Section 4.1 of By-law No. 1 as amended will provide in part as follows:

“Until changed in accordance with the Act, the Board shall consist of that number of directors specified in the Articles. If the Articles provide for a minimum and maximum number of directors, the number of directors of the Corporation and the number of directors to be elected at the annual Members’ meeting must be the number determined from time to time by special resolution or, if a special resolution empowers the directors to determine the number, by Board resolution.”

**NOW THEREFORE BE IT RESOLVED, as a special resolution THAT:**

5. As of the date on which the Articles of Amendment have been issued by the Ontario Ministry of Public and Business Service Delivery, **the number of Directors shall be twenty-four (24).**
6. Henceforth, the directors of the Corporation are hereby empowered to determine the number of directors by resolution of the board of directors.
7. As of the date on which the Articles of Amendment have been issued by the Ontario Ministry of Public and Business Service Delivery, **the number of Directors to be elected at each Annual Meeting** of the Members shall be **twenty-two (22).**
8. Henceforth, the directors of the Corporation are hereby empowered to determine the number of directors to be elected at each Annual Meeting by resolution of the board of directors.