

**SPECIAL RESOLUTION
OF THE MEMBERS OF**

SIERRA CLUB CANADA

Special resolution of the members of **SIERRA CLUB CANADA** (the **Corporation**) for the purpose of continuing the Corporation under the provisions of the *Canada Not-for-profit Corporations Act* (the **CNCA**) and authorizing an application to be made on behalf of the Corporation for a Certificate of Continuance.

BACKGROUND

- A. The Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the 27TH day of April, 1992.
- B. The Letters Patent of the Corporation were amended by Supplementary Letters Patent dated the 22nd day of December, 2009.
- C. By a resolution of the board of directors of the Corporation duly passed on the 23rd day of November, 2013 (the **Board's Continuance Resolution**), the directors have:
 - (i) authorized the Corporation to make an application, pursuant to section 297 of the *CNCA*, to the Director appointed under the *CNCA* for a Certificate of Continuance of the Corporation;
 - (ii) repealed the general operating by-law of the Corporation (as amended), including the Corporation's borrowing by-law, which repeal is to be effective on the date that the Corporation continues under the *CNCA*;
 - (iii) enacted a new general operating By-law Number 1, to be effective on the date that the Corporation continues under the *CNCA*.
- D. It is considered to be in the best interests of the Corporation that it be continued under the *CNCA*.

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

- 1. The Board's Continuance Resolution, as passed by the directors, is hereby confirmed and approved, to the following effect:
 - a. The directors of the Corporation are authorized and directed to make an application, pursuant to section 297 of the *CNCA*, to the Director appointed under the *CNCA* for a Certificate of Continuance of the Corporation;
 - b. The Articles of Continuance (transition) of the Corporation, which have been submitted to this meeting and are attached to the minutes of this meeting as Schedule A, are approved; and

- c. The general operating by-law of the Corporation (as amended), including the Corporation's borrowing by-law (as this may have been amended), is repealed effective on the date that the Corporation continues under the *CNCA* and the new general operating By-law Number 1, which has been submitted to this meeting and is attached to the minutes of this meeting as Schedule B, is approved and will be effective on the same date.
2. Any one of the directors and officers of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the attached Articles of Continuance (transition), the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable to give effect to this resolution.

The undersigned, being the duly appointed Secretary of the Corporation, certifies that the above is a true and correct copy of a special resolution of SIERRA CLUB CANADA passed at a meeting of members held on the 23rd day of November, by a majority of not less than two-thirds of the votes cast by the members of the Corporation who voted in respect of the resolution, and the resolution is in full force and effect, unamended as of the date below.

Dated: November 23, 2013

Name: Carl Bickerdike
Title: Secretary