

FILMONTARIO

F I L M · T E L E V I S I O N · I N T E R A C T I V E

FilmOntario Consortium (“**FilmOntario**”) was incorporated as a corporation without share capital under the *Corporations Act* (Ontario) (the “**OCA**”) by Letters Patent, issued June 18, 2003, and amended by Supplementary Letters Patent, issued February 10, 2020 (collectively, the “**Letters Patent**”).

Effective October 19, 2021 (the “**Proclamation Date**”), the Ontario *Not-for-Profit Corporations Act, 2010* (the “**ONCA**”) was proclaimed into force and replaced the OCA. The ONCA applied automatically to all Ontario non-share capital corporations (which are now called not-for-profit corporations), including FilmOntario, as of the Proclamation Date.

FilmOntario has three (3) years from the Proclamation Date to transition under the ONCA (the “**Transition Period**”). During the Transition Period, any provisions in FilmOntario’s governing documents that are not compliant with the ONCA will remain in effect. After the Transition Period has expired, all non-conforming provisions in FilmOntario’s governing documents will be deemed to be amended to conform with the ONCA, subject to limited exceptions. Although there is no requirement for FilmOntario to file articles of amendment under the ONCA or to amend its current by-law to comply with the ONCA, if FilmOntario does not do so, its governing documents may not reflect the rules of governance that apply to it.

As a result, FilmOntario has been working with lawyers at Torkin Manes who specialize in non-profit and charity law to prepare new drafts of our governing documents that comply with the ONCA. Please find attached:

1. Articles of amendment;
2. New general operating by-law no. 1;
3. Special resolutions of the members approving the articles and by-laws.