

## SPECIAL RESOLUTIONS OF THE MEMBERS

OF

### FILMONTARIO CONSORTIUM

(the “Corporation”)

#### ARTICLES OF AMENDMENT AND NEW BY-LAWS

**WHEREAS** the Corporation was incorporated 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**”);

**AND WHEREAS** the current general operating by-law of the Corporation under the OCA is Amended and Restated By-law No. 1, dated November 29, 2016 (the “**Current By-laws**”);

**AND WHEREAS** the *Not-for-Profit Corporations Act, 2010* (Ontario) (the “ONCA”), which came into effect on October 19, 2021 to replace the OCA, now governs the Corporation; and

**AND WHEREAS** it is in the best interests of the Corporation to amend the Letters Patent and replace the Current By-laws to bring the Corporation into conformity with the ONCA.

#### **NOW THEREFORE BE IT RESOLVED AS SPECIAL RESOLUTIONS THAT:**

1. The Articles of Amendment (the “**Articles of Amendment**”) in the form submitted to the members of the Corporation (the “**Members**”) are hereby approved;
2. By-law No. 1 (the “**New By-laws**”) in the form submitted to the Members are hereby approved and shall take effect as set forth in paragraph 2 below;
3. As of the date that a Certificate of Amendment is issued to the Corporation (the “**Certificate of Amendment**”) by the ministry responsible for the administration of the ONCA (the “**Ministry**”) the Current By-laws shall be repealed and replaced by the New By-laws;
4. The directors of the Corporation are hereby authorized to make such changes to the Articles of Amendment if required to do so by the Ministry or by any other government body, provided that any such changes are in keeping with the spirit and intent of such document.