

SPECIAL RESOLUTION OF THE MEMBERS
of the
ANGLICAN NETWORK IN CANADA

(hereinafter called the "*Corporation*")

WHEREAS:

- A. The Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the 21st day of December, 2004; and
- B. Those Letters Patent were amended by Supplementary Letters Patent dated the 11th day of December, 2009 and further amended by Supplementary Letters Patent dated the 10th day of May, 2011.
- C. Under the provisions of the *Canada Corporations Act* by-laws are not effective unless approved by the Minister of Industry, whose office has advised that it is necessary to include certain provisions in the Corporation's by-laws (the "*Canons*");
- D. Due to a miscommunication when preparing amendments to the Canons for the 2011 General Synod, certain provisions of the Canons that had previously formed a part of the registered Canons (and which provisions have been recommended by the Corporation's legal counsel as required for the Canons to be duly approved and registered), were inadvertently left out of the Canons as presented to Synod and amended in November 2011;
- E. Contrary to the history and traditions of the Anglican Church, ANiC Deacons were inadvertently excluded from the definition of ANiC Clergy, with the consequence that they would be unable to vote at meetings of the Corporation;
- F. Member Parishes of the Corporation that have been duly admitted as Member Parishes of the Corporation but which are located in the United States of America are not permitted to vote at meetings of the Corporation nor are residents of the United States of America permitted to run for election as members of the ANiC Council
- G. At the Synod of the Corporation held in November 2011, a desire was expressed by the ANiC Parishes that the Corporation investigate amending its Canons in a manner that would not threaten the charitable status of the Corporation but which would permit duly admitted ANiC Parishes located in the United States of America to vote at meetings of the Corporation and for residents of the United States of America to be eligible to stand for election to ANiC Council.
- H. It is considered to be in the best interests of the Corporation to amend its Canons to: adopt provisions recommended as necessary by legal counsel to comply with the requirements of corporate law and to permit Clergy and certain American ANiC Parishes to vote on matters of Corporation business and to correct typographical errors and to renumber provisions as necessary.

NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The directors of the Corporation are authorized and directed to submit the Canons as amended by these resolutions for registration as the By-laws of the Corporation.

2. The Canons be amended as follows and, where necessary, subsequent paragraphs, sections and articles be renumbered accordingly:

I.1 The definition of “ANiC Clergy” be amended to insert “(c) any Deacon licensed to ANiC Parish ministry (other than a general permission to officiate) by the Moderator:” and the following sub-sections (c), (d) and (e) be renumbered (d), (e) and (f).

I.1 The definition of “Lay Members” be amended such that the reference to “ANiC Parish member” be revised to “ANiC Parish”, in order to follow consistent usage throughout the Canons.

I.4.1(b) The following be inserted to section I.4.1(b):

“(iv) Meetings of ANiC Council

The voting rights of all members of the ANiC Council with voting rights shall be equal. Each member of the ANiC Council shall have one (1) vote on all questions arising at any meeting of the ANiC Council.

(v) Remuneration of Directors

The Directors of the Corporation shall serve without remuneration. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Corporation.”

I.4.1(d) The title “Qualifications of Directors” be revised to “Qualifications of Members of the ANiC Council” and the first sentence of that section be revised to read as follows:

“Subject to the provisions of I.4.1(e) below, the following persons are disqualified from being a member of ANiC Council:”

New The following be inserted as I.4.1(e) and existing items (e) through (i) be renumbered accordingly:

“(e) American Directors

Notwithstanding the provisions of I.4.1(d)(v) above, a person resident in the United States of America who otherwise meets the qualifications to be a director is eligible to be a director provided that:

(i) ANiC shall not as a result:

(A) exceed any maximum number of foreign directors; or

(B) fail to meet any minimum number of Canadian directors;

as may be required by Canadian law or required to maintain charitable status under Canadian law; and

(ii) if such person is a member of:

(A) the ANiC Parish of Holy Trinity Marlborough;

(B) an ANiC Parish created from one of the following projects or church plants started by the ANiC Parish of Holy Trinity Marlborough, namely All Saints’ Anglican Church, Holy Trinity Anglican Mission, Holy Trinity Anglican

Fellowship, St. Brigid of Kildare Anglican Mission or All Saints Anglican Mission; and

(iii) if the requirements of this section would mean that there are fewer positions available to non-residents than persons otherwise receiving sufficient votes to be elected as a director, then the non-resident person(s) receiving the least number of votes will not be elected as directors.”

I.4.1(f) The following paragraph be inserted into the provisions of the existing I.4.1(f) (to be renumbered I.4.1(g) per the above resolution):

“Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such committee provided that at least 48 hours notice of such meeting shall be given, by mail, fax, email or telephone to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting. Not less than 2 members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at such meeting.”

I.4.1(i) The following be inserted to the existing I.4.1(i) (to be renumbered I.4.1(j) per the above resolutions):

“(iii) The ANiC Council may fix the reasonable remuneration of the officers of ANiC.

(iv) Officers appointed by the Moderator shall be subject to removal by the Moderator at any time, with or without cause and officers appointed by the ANiC Council shall be subject to removal by resolution of the ANiC Council at any time, with or without cause.”

New The following be inserted to section I.4.1 and numbered accordingly to be the final two sections of I.4.1:

“(k) Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of ANiC shall be signed by any two directors or officers and all contracts, documents and instruments in writing so signed shall be binding upon ANiC without any further authorization or formality. The members of the ANiC Council shall have the power from time to time by resolution to appoint an officer or officers on behalf of ANiC to sign specific contracts, documents and instruments in writing. The members of the ANiC Council may grant a power of attorney on behalf of ANiC to any registered dealer in securities for the purposes of transferring and dealing with any stocks, bonds, and other securities of ANiC. The seal of ANiC, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the ANiC Council.

(l) Corporate Seal

The Secretary shall have charge of the seal of ANiC, if any, and of the seal of Synod, if any.”

I.4.2(d) That the typographical error “ith” be amended to read “with”.

New The following be inserted to section I.4.2 and numbered accordingly to be the final two sections of I.4.2:

“(z) Until such time as ANiC transitions to the *Canada Not For Profit Corporations Act*, S.C. 2009, c. 23, the repeal or amendment of these Canons shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained. Upon transition to existence under that Act, the repeal or amendment of these Canons shall be enforced and enacted upon the earlier of receiving due approval according to the requisite majority or majorities as required by these Canons and such time as permitted or required by the Act.

(aa) The ANiC Council shall call a special general meeting of Members on written requisition of 51% of the representatives of the Parish Members.”

If the Corporation should transition to the *Canada Not For Profit Corporations Act*, section I.4.2(z) be thereupon amended without further resolution required from the Corporation to:

“(z) The repeal or amendment of these Canons shall be enforced and enacted upon the earlier of receiving due approval according to the requisite majority or majorities as required by these Canons, and such time as permitted or required by the Act.”

I.4.3(b) I.4.3(b) be revised to read:

“The ANiC Council may meet at any time and any place as the Chair of the ANiC Council may specify. Subject to the provisions of paragraph I.4.3(c), such meeting may be by teleconference or other electronic means.”

New Insert as I.4.3(c) and renumber (d), (e) and (f) accordingly:

“The members of the ANiC Council may meet by other electronic means that permits each director to communicate adequately with each other provided that:

(i) The ANiC Council shall have passed a general regulation or a resolution specific to a particular meeting or class of meetings establishing the mechanics by which an electronic meeting may be held and security protocols, if any, that must be observed by participants or the members of the ANiC Council have consented in advance to the mechanics of the meeting; and

(ii) The ANiC Council shall have passed a general regulation or a resolution specific to a particular meeting or class of meetings by which the identity of participants shall be deemed to have been verified and their eligibility to participate confirmed; and

(iii) For the purposes of establishing that a quorum exists, a roll shall be taken

of the verified and confirmed participants and recorded by the Secretary, which roll may be answered verbally or electronically or a combination of both (if a non-verbal option is in use for such meeting); and

(iv) For the purposes of recording votes, a roll shall be taken of the verified and confirmed participants and recorded by the Secretary, which roll may be answered verbally or electronically or a combination of both (if a non-verbal option is in use for such meeting); and

(v) Where the ANiC Council has passed a general regulation or a resolution specific to a particular meeting or class of meetings permitting particular mechanics of holding such meeting to be employed, and such mechanics require nothing other than a telephone or computer software that is free to use or provided to participants by ANiC at no cost, then each member of the ANiC Council shall be deemed to have equal access to participate in the meeting. Where such is not the case, provision must be made by ANiC so that each participant is deemed to have equal access to participate in the meeting in order for the meeting to be duly constituted, unless such provision is waived by the affected participant(s)."

New Insert as I.4.4:

"1.4.4 Auditor

The Members shall, at each annual Synod, appoint an auditor to audit the accounts and financial statements of ANiC for report to the Members at the next Synod. The auditor shall hold office until the next Synod, provided that the members of ANiC Council may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be set by ANiC Council. Notwithstanding any other provisions of these Canons, no class or classes of Members may waive, veto or prevent the passage of a resolution requiring appointment of an auditor where the majority of any Class of Members desires an auditor to be appointed."

1.5.2(a) Insert the following wording into 1.5.2(a): "(or, in the case of any ANiC Parishes recognized pursuant to Article 1.4.1(e)(ii), the laws of the United States of America or the state)" such that the entire paragraph would read:

"Every ANiC Parish shall be established as a not-for-profit corporation or society in accordance with the laws of Canada or the province or territory (or, in the case of any ANiC Parishes recognized pursuant to Article 1.4.1(e)(ii), the laws of the United States of America or the state) where the ANiC Parish is situated. Each ANiC Parish shall be responsible for its own finances."

3. Any one of the officers and directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance (transition), the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of these resolutions.

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 ANGLICAN NETWORK IN CANADA, passed at a meeting of members held on the _____ day of June, 2012 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 the _____ day of June, 2012

Secretary