

**SPECIAL RESOLUTION OF THE MEMBERS
OF
CLANS AND SCOTTISH SOCIETIES OF CANADA (CASSOC)
(the "Corporation")**

EFFECTIVE DATE: November 24, 2024

NAME, MEMBERSHIP CLASS AND BYLAW CHANGES

WHEREAS the Corporation wishes to amend its name from ‘CLANS AND SCOTTISH SOCIETIES OF CANADA (CASSOC)’ to “Scots Canada”;

AND WHEREAS the Corporation has an existing by-law, dated on or around November 24, 2013 (the “Existing Bylaw”).

AND WHEREAS on the date first written above, the board of directors recommends that the members (the “Members”) of the Corporation approve the draft Articles of Amendment, attached hereto as Appendix “A” and draft amended and restated By-Law No. 1, attached hereto as Appendix “B”.

AND WHEREAS on or around November 24, 2024, the Corporation held a members’ meeting to approve changes to the articles of continuance and by-laws.

AND WHEREAS as of the date thereof, the Members hereby consent at the members’ meetings that the officers are permitted to execute the amended and restated Bylaw, including any related resolutions concerning the above-noted changes, on behalf of the Members and the Corporation.

BE IT ENACTED that as of the date thereof, the Members approve the following amendments to amend the articles of continuance:

1. That the name of the Corporation be changed to “Scots Canada”.
2. That the number of classes be changed from one class of membership to two classes of membership – i.e., Class “A” voting members and Class “B” non-voting members. Each Class “A” member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation. Each Class “B” member shall be entitled to receive notice of, attend but not vote at all meetings of the members of the Corporation.

BE IT FURTHER ENACTED that as of the date thereof, the Members approve the following changes to the by-laws of the Corporation:

1. Repeal of the Existing Bylaw, dated on or around November 24, 2013, of the Corporation.
2. Enactment of the amended and restated By-Law No. 1, as appended hereto, as the operating by-law of the Corporation to be effective upon approval by the Members.

BE IT FURTHER ENACTED that as of the date thereof, the Members hereby authorize and empower the officers to execute the amended and restated By-law, including any related resolutions concerning the above-noted changes on behalf of the Members and the Corporation.

[Signature Page Follows]

The foregoing special resolutions are hereby consented to by the voting members of the Corporation pursuant to the Act, and the below-noted officers are authorized to sign on behalf of the Members.

(Note: the list of officers may change based upon the elections preceding this motion)

William Petrie Chairperson	Doug Doughty Director
John Duff 1 st Vice-Chair	Emily Redman Director
Paul Elliot 2 nd Vice-Chair	Kirstin Hunter Director
Jo Ann Tuskin Secretary	Robert MacKenzie Director
Rushikesh Jagtap Treasurer	Terrence Myles Director
Chloe Harris Youth Vice-Chair	David Carrick Director
Karen McCrimmon Past-Chair	Steven Logan Director

APPENDIX "A"

DRAFT ARTICLES OF AMENDMENT

APPENDIX "B"

DRAFT AMENDED AND RESTATED BY-LAW NO. 1