

**EXTRACT OF SPECIAL RESOLUTIONS
OF THE MEMBERS OF**

**CYCLE TORONTO
(the “Corporation”)**

CHARITABLE REGISTRATION

The Chair stated that it was now in order to consider and, if thought fit pass a resolution to authorize the Corporation to make an Application to Register a Charity under the *Income Tax Act* (the “**Application**”) to the Canada Revenue Agency (“**CRA**”) for it to become a registered charity.

After some discussion, and on motion made, seconded and carried, the following resolutions were passed:

RESOLVED THAT:

1. The Corporation is authorized to make an application to CRA for registration to become a registered charity.
2. Any two (2) Officers or Directors of the Corporation are authorized and directed to do, execute and perform all acts, documents and instruments necessary or desirable to give full force and effect to the foregoing, including, without limitation, the execution and delivery to CRA of the Application and all other required documents.
3. The persons executing the Application are authorized and directed to make such technical changes in the Application as may be required by CRA as a condition for charitable registration, with no recourse to the Board of Directors or Members to approve or confirm such changes, and any such amendments made by such persons shall be conclusive evidence of the need to make such amendments and are ratified, sanctioned and approved.

APPLICATION FOR SUPPLEMENTARY LETTERS PATENT

The Chair advised the meeting that in order for the Corporation to obtain charitable registration a requirement is that certain provisions of its charter documents must be amended to include those required by a charitable organization.

The Chair stated that it was now in order to approve an Application for Supplementary Letters Patent (the “**SLP Application**”) to vary the provisions of its Letters Patent, as set out below:

“The objects of the Corporation as set out in section 4 of the Letters Patent dated February 22, 2008 (the “**Letters Patent**”) are deleted in their entirety and replaced with the following:

1. To advance education by:
 - (a) Providing classes, seminars, and workshops, and developing educational resources and tools, for the public, on the following topics:
 - (i) Road safety education, including bicycle safety and maintenance, riding skills, and the laws that govern road users;
 - (ii) Impact of road violence on public safety;

- (iii) Best practices for cycling infrastructure; and
 - (iv) Zero or low emission modes of transportation.
- (b) Carrying on research on the topic of infrastructure development for safe and accessible streets and disseminating the results of such research to the public.
2. To protect the environment and improve the health and fitness of the public by:
- (a) Encouraging cycling and other zero or low emission modes of transportation; and
 - (b) Hosting events and providing awards that encourage, celebrate, and bring public awareness to, cycling and other zero or low emission modes of transportation.
3. To receive and maintain a fund or funds and to apply all or part of the principal and income therefrom, from time to time, to charitable organizations that are also registered charities under the *Income Tax Act* (Canada).

The following special provisions are added to section 5 of the Letters Patent:

- a) The Corporation shall be subject to the *Charities Accounting Act*;
- b) No director shall receive remuneration for services provided in the capacity as a director, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by the corporation, a director may be compensated for services other than as a director pursuant to the regulation made under the *Charities Accounting Act*, or with court approval or an order made under section 13 of the *Charities Accounting Act*.
- c) Upon the dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charities registered under the *Income Tax Act* (Canada), in Canada.
- d) To invest the funds of the corporation pursuant to the *Trustee Act*.”

The Chair presented a copy of the SLP Application to the meeting and directed that a copy be attached to the minutes of this meeting.

The Chair further stated that approval for the SLP Application, pursuant to the *Corporations Act* (Ontario) (the “**Act**”), is by special resolution (“**Special Resolution**”), defined in the Act as a resolution passed by the Board of Directors and confirmed with or without variation by at least two thirds (2/3) of the votes cast by the Members at a meeting duly called for that purpose or, in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting. The Chair confirmed to the meeting that the Board approved the Special Resolution at a meeting held on March 5, 2019.

After some discussion, and on motion made, seconded and carried, the following Special Resolutions were passed:

RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Corporation is authorized to make the SLP Application, and the form of the SLP Application presented to the meeting, and as previously approved by the Board, is approved.
2. Any two (2) Officers or Directors of the Corporation are authorized and directed to do, execute and perform all acts, documents and instruments necessary or desirable to give full force and effect to the foregoing, including, without limitation, the execution and delivery to the Office of the Public Guardian and Trustee (“**PGT**”) and the Ministry of Government and Consumer Services (Ontario) (“**MGCS**”) of the SLP Application and all other required documents.
3. The persons executing the SLP Application are authorized and directed to make such technical changes in the SLP Application as may be required by the PGT, by the MGCS, or by the CRA as a condition for charitable registration with no further recourse to the Board of Directors or Members to approve or confirm such changes, and any such amendments made by such persons shall be conclusive evidence of the need to make such amendments and are ratified, sanctioned and approved.

CONFIRMATION OF BY-LAW NO. 2

The Chair advised the meeting that in order for the Corporation to obtain charitable registration certain provisions of its By-Laws must be amended to include those required by a charitable organization, a summary of such changes is set out below:

- (a) a qualification for the directors that they are not “Ineligible Individuals” as set out in section 149.1 of the *Income Tax Act*. Generally, an ineligible individual is one has been convicted of an offence i) related to financial dishonesty and ii) relevant to the operation of the organization and was connected to an organization whose registration was revoked for a serious breach of the requirements for registration. The connection was as i) a director, trustee, officer, or like official; ii) an individual in a position of management or control; iii) an individual in a position of management or control;
- (b) should a Director or Officer become an ineligible individual he or she must notify the board immediately, who will decided if he or she can remain as a director or officer;
- (c) the insurance and indemnity provisions are more fulsome for registered charity; and
- (d) changes in legislation permit the Members to remove Directors with a vote of the majority of votes cast at a meeting (previously removal required 2/3rds of the votes cast).

The Chair stated that it was now in order to pass a resolution confirming By-Law No. 2 (the “**By-Law**”), being a by-law relating generally to the conduct of the business and affairs of the Corporation.

The Chair presented a copy of the By-Law to the meeting and directed that it be attached to the minutes of this meeting.

The Chair also stated that the Board approved the By-Law at a meeting duly called and properly held on March 5, 2019. The Chair further informed the meeting that By-Law will only come into force when CRA grants charitable registration status to the Corporation and it will repeal all prior By-Laws of the Corporation. .

The Chair then called for a motion to pass a resolution to confirm the By-Law, and advised the meeting that the said By-Law contains a provision to repeal all former by-laws of the Corporation.

On motion made, seconded and carried, the following resolution was passed:

RESOLVED THAT By-Law No. 2 is confirmed by the Members as a by-law of the Corporation.