



PRINCESS PATRICIA'S CANADIAN LIGHT INFANTRY ASSOCIATION

2021 ANNUAL GENERAL MEETING OF MEMBERS

SPECIAL RESOLUTION 03-21

A Special Resolution approving the suspension of the Vancouver Branch Charter; and amending the By-law in order to clarify the procedures for the approval, suspension, reinstatement, or revocation of Branch Charters

WHEREAS By-law Number One of the PPCLI Association was approved by Members at the Annual General Meeting held in Edmonton, AB, on 08 August 2014, and came into effect on 14 October 2014, the date of approval of the Association Articles of Continuation by Industry Canada/Corporations Canada, in which the Association was recognized as a Not-for-profit Corporation;

WHEREAS By-law Number One has from time to time been amended by the Board of Directors with confirmation by Members at an AGM, the current by-law being By-law Number Three;

WHEREAS the Vancouver Branch of the Association was formed and granted a Charter by a Special Resolution of the PPCLI Association;

WHEREAS the Members of the Vancouver Branch ceased their Branch operations, effective 17 October 2017, and this became apparent to the PPCLI Association Board of Directors;

WHEREAS, upon reviewing the relevant Articles of the By-law, 1.02 - Definitions and 2.02 - Branches, the PPCLI Association Board of Directors identified a need to clarify the procedures to follow in situations involving Branch Charter suspension, reinstatement, or revocation;

WHEREAS the proposed amendments are such that they must be considered to be fundamental changes to the organization and operation of the PPCLI Association, thereby necessitating approval by means of a Special Resolution in accordance with Article 197 of the *Canada Not-for-profit Corporations Act*.

AND WHEREAS, at a videoconference meeting held on 14 April 2021, the PPCLI Association Board of Directors passed their SR 03-21, recommending that Members, at their Annual General Meeting to be held by videoconference on 01 May 2021, approve this AGM Special Resolution 03-21, thereby suspending the Charter for the Vancouver Branch of the PPCLI Association, as well as clarifying Articles 1.02 and 2.02 of the By-law for situations involving Branch Charter suspension, reinstatement, or revocation;

BE IT RESOLVED BY SPECIAL RESOLUTION THAT:

The Charter for the Vancouver Branch of the PPCLI Association be suspended with effect 17 October 2017; and that PPCLI Association By-law Number Three be renamed PPCLI Association By-law Number Four, and be further amended as follows:

1. Article 1.02 – Definitions.

a. Add subparagraph t: “Suspension of a Branch Charter” means the Board has recognized that a Branch is no longer operating, and as a result has decided to suspend the Branch Charter.

b. Add subparagraph u: “Reinstatement of a Branch Charter” means that the Board has approved the application of a group of Members to recommence operations as a Branch, and has rescinded the Suspension of the Branch Charter.

c. Add subparagraph v: “Revocation of a Branch Charter” means that the Board has formally recognized that a Branch must permanently cease operations and, as a result, has decided to revoke the Branch Charter. This is an exceptional measure as there is no possibility for reinstatement.

2. Article 2.02 – Branches.

Amend Paragraph 1 as follows:

a. Ten or more Members may apply to the Board of Directors to form or reinstate a Branch. Each application will be reviewed to ensure that conditions set by the Board are met.

(1) Upon the recommendation of the Board of Directors by Special Resolution, the formation of a Branch must be approved by Special Resolution at a Meeting of Members in order for a Branch to be granted a Charter.

(2) The reinstatement of a Branch Charter must be approved by a Resolution of the Board of Directors.

Renumber the next sub-paragraphs of paragraph 1: c. becomes b.; d. becomes c.; e. becomes d; f. becomes e;

e. A Branch may not suspend nor revoke its own Charter:

(1) As a result of either a Motion passed by the Branch which ceases its operation, or the Board determining a Branch is no longer operating, the Charter of a Branch will be suspended by approval of a Resolution by the Board of Directors.

(2) In exceptional cases where no reinstatement of a Branch will be allowed, revocation of the Branch Charter must be recommended by Special Resolution of the Board of Directors and submitted for approval by the passage of a Special Resolution at a Meeting of Members.

f. In the event that a Branch Charter is suspended or is revoked, thus resulting in the Branch being dissolved, the distribution of Branch funds and property will be decided by the Members of the Branch.

Paragraph 3: A Special Resolution of the Members is required to make any amendment to the By-laws of the Association to change the manner of approval of an application to form a Branch, or to revoke the Charter of a Branch.

Dated: 20 April 2021



Paul Hale
President
PPCLI Association