

AMENDMENT OF BY-LAW

**MOTION FOR CONSIDERATION BY THE MEMBERS
OF THE
ONTARIO PROFESSIONAL PLANNERS INSTITUTE
(THE “CORPORATION”)**

AMENDMENT OF BY-LAW

WHEREAS it is considered desirable to amend the current By-Law No. 1 of the Corporation (the “**By-Law**”) to reflect such amendments as have been presented to the Members;

NOW THEREFORE BE IT RESOLVED THAT:

1. The amendment of the By-Law to reflect such amendments as have been presented to the Members is hereby confirmed.

ARTICLES OF AMENDMENT
MOTION FOR CONSIDERATION BY THE MEMBERS
OF THE
ONTARIO PROFESSIONAL PLANNERS INSTITUTE
(THE “CORPORATION”)

ARTICLES OF AMENDMENT

WHEREAS it is considered desirable in relation to the *Not-for-Profit Corporations Act, 2010* (Ontario) to file Articles of Amendment:

(i) to set out the membership classes of the Corporation as follows:

The Corporation shall have the following classes of membership, namely:

- (i) Full Members including: Non-Practicing Members; and Retired Members (including Lifetime Members);
- (iii) Candidate Members including Non-Practicing Members; and
- (iii) Student Members.

Each Full Member (except Lifetime Members) shall be entitled to one (1) vote at meetings of the members at which they are entitled to vote in accordance with the Corporation’s by-laws.

Each Candidate Member shall be entitled to one (1) vote at meetings of the members at which they are entitled to vote in accordance with the Corporation’s by-laws.

Student Members are not entitled to vote at any meeting of the members.

Lifetime Members are not entitled to vote at any meeting of the members.

(ii) to establish a minimum (thirteen (13)) and maximum (sixteen (16)) number of Directors of the Corporation; and

(iii) to provide the following in relation to dissolution of the Corporation:

Upon the dissolution of the Corporation, after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to a Canadian body corporate that is a registered charity under the Income Tax Act (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada, provided that in the case of a voluntary dissolution the entity to which such property is distributed shall be as determined (from among the listed options) by the voting members of the Corporation by special resolution;

NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The filing of Articles of Amendment:

- a. setting out the membership classes of the Corporation;
- b. establishing a minimum (thirteen (13)) and maximum (sixteen (16)) number of Directors of the Corporation; and
- c. providing for the distribution of assets in relation to dissolution of the Corporation;

is hereby approved.

NUMBER OF DIRECTORS
MOTION FOR CONSIDERATION BY THE MEMBERS
OF THE
ONTARIO PROFESSIONAL PLANNERS INSTITUTE
(THE “CORPORATION”)

NUMBER OF DIRECTORS

WHEREAS in accordance with the *Not-for-Profit Corporations Act, 2010* (Ontario) proposed Articles of Amendment as approved by the members will be submitted to the Ontario Ministry of Government and Consumer Services for issuance;

AND WHEREAS the proposed Articles of Amendment establish a minimum (thirteen (13)) and maximum (sixteen (16)) number of Directors of the Corporation;

AND WHEREAS the Corporation currently has thirteen (13) Directors;

AND WHEREAS it is considered desirable, in relation to the *Not-for-Profit Corporations Act, 2010* (Ontario) and consistent with the *Ontario Professional Planners Institute Act, 1994*, to empower the Directors of the Corporation by resolution to determine:

- (i) the number of Directors of the Corporation; and
- (ii) the number of Directors to be elected at each annual members’ meeting;

NOW THEREFORE BE IT RESOLVED AS SPECIAL RESOLUTIONS THAT:

1. As of the date on which the proposed Articles of Amendment have been issued by the Ontario Ministry of Government and Consumer Services, the number of Directors of the Corporation shall be thirteen (13); and
2. Henceforth, the Directors of the Corporation are hereby empowered to determine:
 - (i) the number of Directors of the Corporation; and
 - (ii) the number of Directors to be elected at each annual members’ meeting.