

New Business

## SPECIAL RESOLUTIONS OF THE MEMBERS

### WHEREAS:

A: The Constitution of the Society Part 9 - Borrowing Powers state:

"The Society shall exercise any borrowing powers conferred upon it by the Society Act with the approval of seventy-five (75) percent of the Board of Directors holding office at that time. However, debentures shall not be issued without the sanction of a special resolution."

B: The Society may from time to time borrow money and grant security by way of debentures if its members authorize it to do so by special resolution;

C: The members of the Society wish to confer on the directors of the Society a general power to borrow money on behalf of the Society and to issue debentures and other loan and security and documents; and

D: Pursuant to a Loan Agreement (the "Loan Agreement"), between from the Royal Bank of Canada (the "Bank") to the Society, the Society proposes to obtain credit facilities from the Bank.

"BE IT RESOLVED as special resolutions that:

1. A general power is hereby conferred on the Directors of the Society for the 12 months immediately following the date of this resolution, and the Directors are authorized to cause the Society to borrow money pursuant to any loan, credit or facility agreement and to issue debentures and any additional security, documents or agreements creating a mortgage, charge or security interest on any real or personal property of the Society with respect thereto.

2. The Directors of the Society be authorized to make all necessary arrangements for the borrowing contemplated in the Loan Agreement, including authorizing the granting, execution, and delivery of all documents required by the Bank, in such form and containing such terms, covenants, provisos and conditions as are satisfactory to the Directors including, without limitation, debentures, general security agreements and mortgages and any other loan security documents in favor of the Bank."