

**SPECIAL RESOLUTION OF THE MEMBERS
OF
THE FORT HENRY GUARD CLUB OF CANADA INCORPORATED**
(the “Corporation”)

ARTICLES OF AMENDMENT TO CHANGE NUMBER OF DIRECTORS, PURPOSES AND SPECIAL PROVISIONS

WHEREAS it is in the best interest of the Corporation to update its letters patent by filing Articles of Amendment that state the minimum and maximum number of directors, deleting and adding new purposes and deleting and adding new special provisions;

BE IT RESOLVED THAT:

1. The Corporation is hereby authorized to apply for Articles of Amendment, pursuant to the *Business Corporations Act*, (Ontario);
2. The Articles of Amendment in the form attached hereto as Appendix A are hereby approved and adopted; and
3. The directors and proper officers of the Corporation, including the Past-President, be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out the foregoing and any director or officer is hereby authorized and directed to execute and deliver the Articles of Amendment on behalf of the Corporation for filing with the Ministry of Government Services with such alterations and amendments as he or she may approve.

THE FOREGOING SPECIAL RESOLUTION is hereby consented to and passed by the members of the Corporation entitled to vote thereon at a meeting of members, as evidenced by the signature of its authorized signing authority in accordance with the provisions of section 103(1) of the *Ontario Not-for-Profit Corporations Act*, 2010, S.O. 2010, c.15, this 27th day of August, 2024.

**THE FORT HENRY GUARD CLUB OF
CANADA INCORPORATED**

Per:

Name: John Grenville
Title: Secretary/Treasurer

APPENDIX A

Review & Authorization

[Corporation Name](#)

✔ Complete

Corporation Name THE FORT HENRY GUARD CLUB OF CANADA INCORPORATED

[Number of Directors](#)

✔ Complete

Set out the number of directors	Minimum/Maximum
Minimum Number of Directors	3
Maximum Number of Directors	13

[Purposes & Provisions](#)

✔ Complete

Is the corporation a charity, or does it intend to operate as a charity? No

Description of Changes to Purposes

Please describe any amendments to the corporation's purposes in the area below (please be specific):

By deleting the objects of the corporation shown in the letters patent dated November 10, 1987 and substituting therefor the following:

- a. to promote and support the Fort Henry Guard, and to gather and preserve records, information and memorabilia relating to the history and traditions of the Guard,
- b. to bring together the members of the Corporation for their mutual benefit and support, to encourage a spirit of Camaraderie among and to advance the welfare of its members,
- c. to encourage and support research into the history of Fort Henry and the regiments that served in it,
- d. to raise funds by way of dues, donations and programs to be used to carry out the objectives of the Corporation.

Description of Changes to Special Provisions

Please describe any amendments to the corporation's special provisions in the area below (please be specific):

By deleting all special provisions of the corporation, as well as the terms and conditions, shown in the letters patent dated November 10, 1987 and substituting therefor the following:

- a. Commercial purposes, if any, included in the articles are intended only to advance or support one or more of the non-profit purposes of the corporation. No part of the corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities.
- b. Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, the corporation's remaining property shall be distributed, to the extent permitted by the Not for-Profit Corporations Act, 2010, S.O. 2010, c. 15, to THE FORT HENRY GUARD FOUNDATION INC., and to the extent THE FORT HENRY GUARD FOUNDATION INC. is no longer incorporated or is winding down, then the board shall distribute the corporation's remaining property to one or more public benefit corporations with similar purposes to its own, Canadian body corporates that are a registered charities under the Income Tax Act (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, or an agent of either of those Crowns or a municipality in Canada.
- c. The corporation has one class of members, and each member shall be entitled to one vote at meetings of members.
- d. The registered office of the corporation shall be in the City of Kingston in the Province of Ontario, at an address that may be updated in accordance with the Not-for-Profit Corporations Act, 2010, S.O. 2010, c.15.

++NOTICE TO READER - THIS IS AN APPLICATION, NOT A CERTIFICATE

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This is the information that will be submitted as your NFPCA - Articles of Amendment and must be signed by the required persons. Please ensure the information is correct before proceeding.

Entity Name: THE FORT HENRY GUARD CLUB OF CANADA INCORPORATED OCN: 687067

Members Authorization and Requested Date

 Incomplete

The resolution authorizing the amendment was approved by the members of the corporation on:

Requested Date for Amendment

Authorization

ed Document

Required Signatures

I am signing these articles, application for authorization, or notice (as applicable) in accordance with the Not-for-Profit Corporations Act, 2010, regulations and Director's requirements.

I have read the review page(s) showing the information being filed that was generated as part of this electronic filing and authorized this information to be filed.

I acknowledge my agreement to the terms and conditions as a mandatory condition of filing.

Signatory Name: _____

Signature: _____

Date: _____

Check one of the following:

- Incorporator
- Director
- Officer
- Liquidator (applicable only for Notice of Winding Up)
- Interested Person (applicable only for Articles of Revival)

The interest of the applicant is: _____ (e.g. Director, Officer, Member)

You must have this document signed by each required signatory.
This form must be signed in accordance with the Director's/Registrar's requirements under the Act. This signed form, including records related to an electronic signature if signed by electronic signature, must be kept at the registered office of the corporation, or in the case of a limited partnership, the registered office of the limited partnership, or the office of the signatory, as applicable, in paper or electronic format. The corporation or limited partnership, as applicable, must provide a copy of the properly executed version, together with any records related to an electronic signature if signed by electronic signature, to the Director/Registrar, if required by notice from the Director/Registrar within the time period set out in the notice. In the event of a conflict between this or any other version of the form and the electronic record maintained by the Ministry, or a printed copy of them, the electronic record prevails.

Administrative Information

Official Email: fhgclubofcanadainc@gmail.com

An official email address is required for administrative purposes and must be kept current. All official documents or notices and correspondence to the corporation will be sent to this email address.

Note: The official email, activity, and intention to operate as a charity collected only for administrative purposes and appear on this document; they will not appear on the public record or on any search products.