

## Special Resolution – Bylaw Change: Remote Annual General Meetings

Resolution Date: April 25, 2023

WHEREAS Part 3 of Parkgate Society’s Bylaws provides direction regarding Parkgate Society’s annual general meetings;

AND WHEREAS the Board of Directors considers greater clarity is required in the Bylaws regarding the ability of Parkgate Society to hold an annual general meeting by electronic means;

NOW THEREFORE BE IT RESOLVED that the Bylaws include the following revision:

1. Section 1.1 is amended by adding the following defined term:  
    “**Electronic Means**” means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer, or web-based technology or communication facility, that: in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all present in the same location, and in relation to a vote, permits voters to cast a vote on the matter for determination in a manner that adequately discloses the intention of the voters.
  
2. Section 3 is amended by deleting section 3.3 and adding the following in replacement therefor:  
    3.3 A general meeting must be held at the time, place, and by what means, the Board determines.  
  
    3.31 The Board may determine, in its discretion, to hold any general meeting in whole or in part by Electronic Means, so as to allow some or all members to participate in the meeting remotely. Where a general meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.  
  
    3.32 Persons participating by permitted Electronic Means are deemed to be present in person at the general meeting.