

Substantive Changes to Dixon Hall's Articles Reflected in the Articles of Amendment to be Approved at the 2024 Annual General Meeting of Members of Dixon Hall

1. To delete in their entirety the historic preambles and list of first directors set out in the Letters Patent issued November 29, 1929.
2. To delete in their entirety the special provisions as set out in the Letters Patent issued November 29, 1929, and Supplementary Letters Patent issued August 31, 1990, and to replace them with the following special provisions:

The special provisions are:

- 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 a 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. The corporation shall be subject to the Charities Accounting Act.
- c. No director shall receive remuneration for services provided in the capacity as a director, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by the corporation, a director may be compensated for services other than as a director pursuant to the regulation made under the Charities Accounting Act, or with court approval or an order made under section 13 of the Charities Accounting Act.
- d. To invest the funds of the corporation pursuant to the Trustee Act.
- e. Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to 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 those Crowns or a municipality in Canada.
- f. Consistent with the mandatory dissolution clause required by the Ontario Not-for-profit Corporations Act, any property remaining on liquidation of the corporation, after discharge of liabilities, shall be distributed or disposed of to one or more

charities in Canada that are registered as such under the Income Tax Act (Canada) or equivalent designation under such legislation, and have similar charitable purposes to those of the corporation at the time of liquidation, provided that any special or restricted purposes trust funds held by the corporation shall be transferred to one or more new trustee(s) that are charities in Canada that are registered as such under the Income Tax Act (Canada) and have been appointed by the directors of the corporation to be applied in accordance with the applicable terms of trust.

- g. The Corporation is authorized to establish one (1) class of Members. Each Member shall be entitled to receive notice of, attend and cast one (1) vote at all meetings of Members of the Corporation.
- h. Any by-law, amendment or repeal of a by-law shall require confirmation by Special Resolution of the Members.