

**Text of a Special Resolution to be Considered by
the Members of
Downtown Maple Ridge Business Improvement Association**

“WHEREAS:

1. Pursuant to the *Societies Act* (the “Act”), which replaced the former *Society Act* effective November 28, 2016, the Downtown Maple Ridge Business Improvement Association (the “Society”) is required to electronically file a transition application (the “Transition Application”) with the BC Registrar of Companies (the “Registrar”) which consists, in part, of the Society’s consolidated Constitution and Bylaw as of that date.
2. Any alterations to the Bylaws of the Society contained in the Transition Application, in addition to those alterations expressly prescribed by the Act, must have been authorized by special resolution of the Society’s members prior to its filing of the Transition Application.
3. The members of the Society wish to amend the Society’s existing Bylaws so that they comply with, and contain other provisions that are necessary, advisable or desirable in conjunction with, the Act.

THREFORE, BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. Effective as of the time at which the Society files its Transition Application:
 - (a) the Constitution of the Society, as filed with the Registrar prior to the Act coming into force, be amended by deleting all of the provisions therein other than the name and purposes of the Society;
 - (b) the Bylaws of the Society, as filed with the Registrar prior to the Act coming into force, be amended by deleting all the provisions thereof, and that all the provisions in the Bylaw attached to the Notice of Meeting issued for this meeting be adopted as the Bylaws of the Society.
2. Any director or officer of the Society is authorized and directed for and on behalf and in the name of the Society to executed, deliver and file, as the case maybe be, the Transition Application and any other agreements, instruments and documents and to do such other acts or things as such director or officer, in his or her discretion, considers necessary, desirable or advisable for the purpose of giving effect to these resolutions.”