

**BISHOP BUDKA EPARCHIAL STEWARDSHIP SOCIETY INC.  
(the "Corporation")**

**EXTRACT OF RESOLUTIONS OF THE MEMBERS OF THE CORPORATION**

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**BISHOP BUDKA EPARCHIAL STEWARDSHIP SOCIETY INC.  
(the "Corporation")**

**EXTRACT OF RESOLUTIONS OF THE MEMBERS OF THE CORPORATION**

**ON MOTION DULY MADE AND SECONDED, THE MEMBERS PASSED THE FOLLOWING RESOLUTIONS:**

**RESOLUTION #1**

**ARTICLES OF AMENDMENT**

**RESOLVED, AS A SPECIAL RESOLUTION OF EACH CLASS OF MEMBERS, THAT:**

1. The Corporation is authorized to amend its Articles of Incorporation by filing Articles of Amendment ("**Articles**") in the same form attached to this resolution as **Schedule "A"**
2. Pursuant to the Articles, the former Members of the Corporation shall become Ordinary Members, with the exception of the Ukrainian Catholic Eparch who is appointed by the synod of the Ukrainian Greek Catholic Church and approved by the Holy Roman See, that being His Excellency, Bishop Bryan Bayda, who shall become the Eparch Member of the Corporation.
3. Any one (1) Officer or Director of the Corporation, or the Corporation's solicitor, Glen Lekach of Miller Thomson, is hereby authorized and directed to execute and deliver, whether under seal of the Corporation or otherwise, all such further and other documents and instruments and to do such further acts as may be necessary to give full effect to these resolutions, including, without limitation, the execution and delivery of the Articles and all other required documents.
4. These resolutions may be executed in counterparts, each of which when so executed shall be deemed to be an original and all counterparts together shall constitute one and the same instrument. A signed counterpart provided by way of facsimile transmission or by electronic delivery in portable document formation (".pdf") shall be as binding and valid as an originally signed counterpart.

## RESOLUTION #2

### AMENDED AND RESTATED BYLAW NO.1

**RESOLVED, AS A SPECIAL RESOLUTION OF EACH CLASS OF MEMBERS, THAT** subject to and effective upon the issuance of the Certificate and Articles of Amendment by Corporate Registry (the “**Effective Date**”):

1. Amended and Restated Bylaw No. 1 (the “**Bylaw**”), being a bylaw relating generally to the conduct and affairs of the Corporation, which amends and repeals Bylaw No.1, is approved.
2. Pursuant to Article 15 of the Bylaw, all prior bylaws shall be repealed, without prejudice to any action taken under such prior bylaws.

**RESOLUTION #3**

**RESIGNATION OF DIRECTORS**

**WHEREAS** in order to facilitate the transition to the new Board composition under the Bylaw, each of the Directors listed below have submitted resignations, to take effect on upon the Effective Date. The Directors have resigned so that the vacancies created by their resignations can be filled by the Members, and understanding that certain of these Directors may be re-appointed to the Board as Appointed Directors or Elected Directors under the Bylaw.

The following Directors have submitted resignations from the Board, effective as of the Effective Date:

<b>Director</b>	<b>Term Expiry</b>
Andrij Lazurko	2019
Ernest Boyko	2019
Reverend Father Ivan Nahachewsky	2019
Terry Shalley	2020
Larry Danylyshen	2020
Doreen Rathgeber	2020
Robert Friesen	2020
Angela Gretchen	<i>Representative Member</i>
John Parsons	<i>Representative Member</i>
Most Reverend Bishop Bryan Bayda, C.Ss.R.	<i>Ex-Officio Member</i>

## RESOLUTION #4

### ELECTION OF DIRECTORS

**WHEREAS** section 7.3 of the Amended and Restated Bylaw No. 1 provides as follows:

1. *The number of Directors, including the number of Appointed Directors and Elected Directors, may be fixed from time to time by Ordinary Resolution of the Eparch Member.*
2. *Subject to section 7.3.1 immediately following confirmation of this Bylaw, the Board shall be comprised of nine (9) Directors, consisting of:*
  - (a) *the Eparch Member, who shall be an ex officio Director at all times;*
  - (b) *four (4) Appointed Directors, who shall be appointed by the Eparch Member and who shall, insofar as possible, consist of the following individuals:*
    - (i) *One representative from the Finance Council of the Eparchy;*
    - (ii) *One representative from the Consulters;*
    - (iii) *One representative from the Eparchial Pastoral Council; and*
    - (iv) *One Director at large.*
  - (c) *four (4) Elected Directors, who shall be elected by the Members of the Corporation and who shall, insofar as possible, include one representation from each of the deaneries presided over by the Eparch and within the Eparchy.*

**AND WHEREAS** section 7.7 of the Amended and Restated Bylaw No. 1 provides as follows:

*Subject to the Act, vacancies on the Board shall be filled as follows:*

- (a) *a vacancy in the office of an Appointed Director shall be filled by the Eparch Member; and*
- (b) *a vacancy in the office of an Elected Director may be filled by a quorum of the Board of Directors.*

*In all cases, the new Director shall serve only until the expiration of the term of the Director who was replaced.*

**AND WHEREAS** pursuant to section 98(2) of the *Not-for-Profit Corporations Act, 1995*, where there is no quorum of Directors in office, the Directors shall call a Special Meeting of the members to fill the vacancies;

**RESOLVED THAT**, effective as of the Effective Date:

1. The Board shall be comprised of nine (9) Directors.
2. The Eparch Member, Reverend Bryan Bayda, shall serve as an *ex officio* Director.

3. The following persons are elected by the Eparch Member as Appointed Directors to fill the vacancies created by the resignation of two of the Directors above whose terms expire at the second Annual Meeting (2020) following this Special Meeting:

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4. The following persons are elected by the Eparch Member as Appointed Directors to fill the vacancies created by the resignation of two of the Directors above whose terms expire at the next Annual Meeting (2019) following this Special Meeting:

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5. The following persons are elected by the Members as Elected Directors to fill the vacancies created by the resignation of two of the Directors above whose terms expire at the second Annual Meeting (2020) following this Special Meeting:

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6. The following person is elected by the Members as an Elected Director to fill the vacancy created by the resignation of one of the Directors above whose term expires at the next Annual Meeting (2019) following this Special Meeting:

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**NOTE: Names of the “appointed” and “elected” positions will be slotted into the various positions as appointed by the Eparch and elected at the Special Meeting.**