

SPECIAL RESOLUTION
OF
ACFE (ASSOCIATION OF CERTIFIED FRAUD EXAMINERS) GREATER TORONTO AREA
(GTA) CHAPTER INC.
(the “**Corporation**”)

ARTICLES OF AMENDMENT

WHEREAS:

1. The Corporation was incorporated by Letters Patent dated March 9, 2000 (the “**Articles**”); and,
2. It is desirable to amend the Articles in accordance with Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15 (“**ONCA**”), which came into force on October 19, 2021.

NOW THEREFORE BE IT RESOLVED THAT:

The Articles are hereby amended as follows:

1. The minimum number of directors of the Corporation be set at three (3) and the maximum number of directors of the Corporation be set at an undefined odd number.
2. The classes and voting rights of members of the Corporation shall be as follows:

1. Member

Any certified fraud examiner of the NP Association in good standing, and any associate member of the NP Association in good standing may be a Member. Members may hold any office of the corporation and shall have voting rights. Associate members of the NP Association are granted Corporation voting rights and may hold any office of the corporation except that of President & Chief Executive Officer.

2. Affiliate

The Board, in its discretion, may allow other interested parties who are not certified fraud examiners of the NP Association and are not associate members of the NP Association to become Affiliates. Affiliates shall not be, nor represent themselves to be, Members, shall have no Corporation voting rights, and shall not be eligible to hold any office of the corporation.

3. Student Affiliate

The Board, at its discretion, may allow any full-time or part-time undergraduate or graduate student who is enrolled in a Canadian accredited community college or university and have not yet become an associate member of the NP Association to be a Student Affiliate. Student Affiliates shall not be, nor represent themselves to be, Members, shall have no Corporation voting rights, and shall not be eligible to hold any office of the corporation.

2. Any officer or director of the Corporation be hereby authorized and directed to do and perform all acts and things, including, without limitation the execution of documents, necessary or desirable to give effect to the foregoing resolution.
3. This Resolution may be executed in any number of counterparts, and/or by facsimile, e-mail, PDF or digital format, each of which shall constitute an original and all of which, taken together, shall constitute one and the same instrument.

THE UNDERSIGNED being the President & Chief Executive Officer of the Corporation and the Secretary to the Board of the Corporation hereby confirms the foregoing special resolution to amend the Articles has been duly authorized as required by section 103 of the *Not-for-Profit Corporations Act*, 2010, S.O. 2010, c. 15.

DATED this [Fifteenth](#) day of [June, 2023](#).

Dorian William Dwyer, President & CEO

Andrew Kautz, Secretary to the Board