

**SKATE ONTARIO
(the "Corporation")**

DIRECTORS' RESOLUTION

BY-LAWS

WHEREAS:

A. the Corporation is in the process of reviewing and revising its governance in accordance with direction and guidance received from the Province of Ontario pursuant to the Province's recently revised Sport Recognition Policy for Provincial Sport Organizations and Multi-Sport Organizations (the "SRP");

B. as part of its governance revision, the Corporation has developed a new set of proposed By-Laws which are intended to amend the Corporation's governance in a positive manner which promotes involvement of skating clubs and skating schools throughout the Province for the benefit of the Province's skaters, its skating community, and skating throughout Canada and beyond;

C. the SRP is being implemented such that governance changes are to be in place by March 31, 2017;

D. the Corporation wishes to ensure that the transition to a new governance structure and new By-Laws is achieved while maintaining continuity and stability throughout the process;

E. the Board is of the view that the proposed new By-Laws in combination with the following proposed Resolutions achieve the Corporation's goals set out in B and D above;

NOW THEREFORE:

1. the new By-laws of the Corporation (to repeal and replace its existing by-laws subject to 3 below) in the form attached hereto as Schedule "A", are hereby passed and confirmed as the By-laws of the Corporation, subject to: (i) the following resolutions; and (ii) the requisite approval of the Members of the Corporation.

2. the following provisions of the new By-Laws shall come into force on the dates indicated:

(a) 1.2(j) *Members*: to come into force at the commencement of the Members' meeting in the first quarter of 2017 at which the President and the other eight (8) elected Directors are to be elected (the "**Q1 Members' Meeting**");

(b) Part II: MEMBERSHIP: to come into force at the commencement of the Q1 Members' Meeting;

(c) Subsection (a) of Section 5.1 Composition of the Board: to come into force at the commencement of the election process regarding the President and the other

eight (8) elected Directors at the Q1 Members' Meeting (the "Q1 Members' Meeting Election Process");

(d) Section 6.1 Composition (OFFICERS): to come into force at the commencement of the Q1 Members' Meeting Election Process; and

(e) Subsection (a) of Section 6.4 Removal (President): to come into force at the commencement of the Q1 Members' Meeting Election Process.


3. until the provisions set out in 2 above come into force, the equivalent provisions in the Corporation's existing by-laws shall continue in force;

4. until the election of Directors at the Q1 Members' Meeting, the current six (6) Directors of the Corporation shall continue as Directors of the Corporation; and


5. at the Q1 Members' Meeting, the election of Directors shall be conducted in compliance with the new By-Laws provided that, of the eight (8) elected Directors referred to in Subsection (a) of Section 5.1 Composition of the Board, four (4) shall be elected for a partial term of one (1) year and four (4) shall be elected for term of two (2) years.

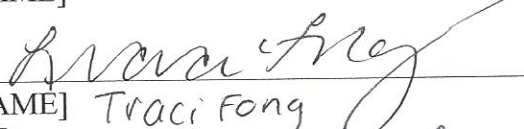
The undersigned, being all of the directors of the Corporation, hereby consent, by their signatures, to the resolution pursuant to Section 298 of the *Corporations Act* (Ontario).


Dated as of this 15th day of October, 2016.

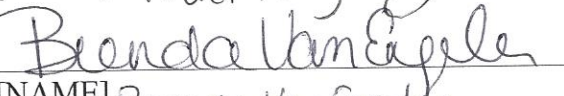

[NAME] GLORIA BRIGHTEN


[NAME] G. K. LEITCH


[NAME] PAUL COTTER


[NAME] Traci Fong


[NAME] Wendy St. Denis


[NAME] Brenda VanEngelen

**SKATE ONTARIO
(the "Corporation")**

MEMBERS' RESOLUTION

BY-LAWS

WHEREAS:

A. the Board of Directors of the Corporation has passed a new set of proposed By-Laws (in the form attached hereto as Schedule "A") together with and subject to certain resolutions (above), and subject to the requisite approval of the Members of the Corporation;

B. the Members are of the view that the new By-Laws in combination with the above resolutions of the Board achieve the Corporation's goals as described by the Board;

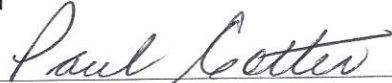
NOW THEREFORE:

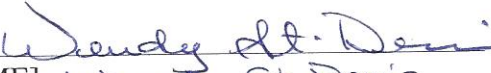
The new By-laws of the Corporation (to repeal and replace its existing by-laws subject to the above resolutions of the Board) in the form attached hereto as Schedule "A" and as passed by the Board of Directors of the Corporation, are hereby passed and confirmed as the By-laws of the Corporation subject to the above resolutions of the Board.


The undersigned, being all of the members of the Corporation, hereby consent, by their signatures, to the foregoing resolution pursuant to Section 298 of the *Corporations Act* (Ontario).

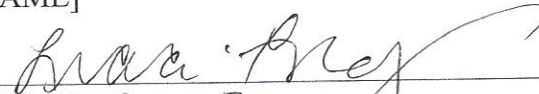
Dated as of this 15th day of October, 2016.

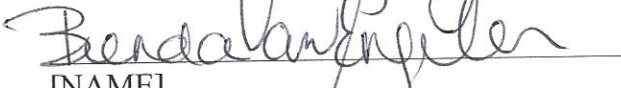

[NAME] GLORIA BRIGHTEN


[NAME] PAUL COTTER


[NAME] Wendy St. Denis


[NAME] G. K. CARTWRIGHT


[NAME] Traci Fong


[NAME] Brenda VanEngelen