Special Resolution of Members of the
Canadian Organization for Rare Disorders

Continuing the Canadian Organization for Rare Disorders (the “Corporation”) under the provisions of the *Canada Not-for-profit Corporations Act* and authorizing the directors to apply for an Amendment to Letters Patent.

WHEREAS the Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the 22nd day of March, 1996.

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Amendment of Letters Patent of the Corporation, which have been submitted to this meeting and are annexed to these minutes as Schedule A, are approved;

Resolved, that the organization formally amend its purposes by removing its third purpose, namely “To establish and assist with the implementation pf an orphan drug act in Canada”.

1. The Amendment to CORD By-Law, Article 6.04 (a) & (b), which have been submitted to this meeting and are annexed to these minutes as Schedule B, are approved;

Resolved, that the words “…to a maximum continuous term of six years. After a period of two years of not being on the Board, a Member is eligible for further re-election as indicated above.” be removed from section 6.04, of CORD By-Laws, and that any other reference to Directors’ term limits be stricken from the By-Laws of CORD; so, that a Director may continue to participate with the approval of the Board as long as doing so benefits the organization;

Any one of the officers and directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Amendment to the Letters Patent, the proposed amendment of the notice of Proposed By-Law amendment, which are necessary or desirable for the implementation of this resolution.

The undersigned, being the duly appointed Secretary of the Corporation, certifies that the above is a true and correct copy of a special resolution of passed at a meeting of members held on the 29, March, 2017, by a majority of not less than two-thirds of the votes cast by the members of the Corporation who voted in respect of the resolution, and the resolution is in full force and effect, unamended as of the date below.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Maureen Smith
Secretary

Board of Directors

Canadian Organization for Rare Disorders

29, March, 2017