

SCHEDULE "A"

**SPECIAL RESOLUTION OF
THE MEMBERS
OF
THE TORONTO SOCIETY OF FINANCIAL ANALYSTS
(o/a CFA SOCIETY TORONTO)
(the "Corporation")**

NUMBER OF DIRECTORS

WHEREAS the Restated Articles of Incorporation provides that there shall be a minimum of eleven (11) and a maximum of fourteen (14) Directors;

AND WHEREAS Section 6.02 of the By-laws of the Corporation states that:

The Board shall consist of the minimum and maximum number of directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Special Resolution or, if the Special Resolution empowers the Directors to determine the number of the Directors, by resolution of the Board

AND WHEREAS it is in the best interests of the Corporation for the Members to empower the Directors to determine the number of Directors from time to time by Ordinary Resolution of the Board;

ON A MOTION DULY MADE, seconded and carried:

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT the number of Directors shall be 13 until otherwise changed by Ordinary Resolution of the Directors of the Corporation from time to time.