

## Articles of Amendment – The Art Gallery of Saskatchewan Inc. and Saskatchewan Place Association Inc. – Special Resolution

### ISSUE

This report submits special resolutions to amend the Articles of Incorporation for each of The Art Gallery of Saskatchewan Inc. (the “Remai Modern”) and Saskatchewan Place Association Inc. (“SaskTel Centre”) to permit the City, by means of proxy, to appoint a proxyholder or one or more alternate proxyholders to attend and act as the City’s representative at any meeting of the members in the manner and to the extent authorized and with the authority conferred by the proxy.

### RECOMMENDATION

That City Council as the sole member of The Art Gallery of Saskatchewan Inc. and Saskatchewan Place Association Inc.:

1. Pass a special resolution authorizing amendment of the Articles of Incorporation for each of The Art Gallery of Saskatchewan Inc. and Saskatchewan Place Association Inc. to permit any member by means of proxy to appoint a proxyholder or one or more alternate proxyholders to attend and act on its behalf at any meeting of the members in the manner and to the extent authorized and with the authority conferred by the proxy.
2. Authorize its representative to execute the special resolution approving the amendment to the Articles of Incorporation for each of The Art Gallery of Saskatchewan Inc. and Saskatchewan Place Association Inc., as drafted by the City Solicitor.

### BACKGROUND

In providing support to the Remai Modern and SaskTel Centre to facilitate their 2020 Annual General Meetings in light of the current COVID-19 pandemic and the resulting orders directed at public gatherings and social distancing, it was discovered that the Articles of Incorporation for each of these Controlled Corporations do not specifically address the appointment of proxyholders.

The proposed amendment is intended to update the Articles of Incorporation for each of the Remai Modern and SaskTel Centre.

### DISCUSSION/ANALYSIS

*The Non-profit Corporations Act, 1995* (the “NPCA”) permits a member entitled to vote at a meeting of members to, by means of a proxy, appoint a proxyholder or one or more alternate proxyholders to attend and act at any meeting of the members to the extent authorized and with the authority conferred by the proxy. Such authority must be

**Articles of Amendment – The Art Gallery of Saskatchewan Inc. and Saskatchewan Place Association Inc. – Special Resolution**

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provided for in the Articles of Incorporation. In order to bring the Articles of Incorporation for each of the Remail Modern and SaskTel Centre in line with the Articles for the City's other Controlled Corporations, an amendment to the Articles is required, as proposed in this report.

Pursuant to section 161 of the NPCA, Articles may be amended by special resolution of the member to add, change or remove any provision that is permitted by the NPCA to be set out in the Articles. The proposed provision is permitted by the NPCA to be set out in the Articles.

Attached as Appendix 1, for City Council's consideration, is a special resolution of the sole member, the City of Saskatoon for the Remail Modern, to authorize the amendment to the Articles of Incorporation. Attached as Appendix 2, for City Council's consideration, is a special resolution of the sole member, the City of Saskatoon for SaskTel Centre, to authorize the amendment to the Articles of Incorporation. The recommendation is to authorize the City Clerk to execute the special resolutions on behalf of the City.

Once the special resolutions are executed, Articles of Amendment will be provided to the Director of Corporations in accordance with the NPCA to have a Certificate of Amendment issued. On receipt of the Articles of Amendment, the Director shall issue a Certificate of Amendment.

The Annual General Meetings for each of the Remail Modern and the Saskatoon Gallery and Conservatory Corporation ("Saskatoon Gallery"), SaskTel Centre and The Centennial Auditorium & Convention Centre Corporation and the Saskatoon Centennial Auditorium Foundation (collectively "TCUP") are scheduled for April 2020; the Remail Modern and Saskatoon Gallery on April 28, SaskTel Centre on April 29 and TCUP on April 30. Each will be proceeding with minimal participation in order to respect the Province's health orders regarding public gatherings and social distancing, while still complying with quorum and other requirements. City Council can expect to see requests for the appointment of proxyholders to attend the Annual General Meetings on behalf of the City as the sole member on the April 27 Agenda of its Regular Business Meeting. In order to ensure that the meetings may proceed on the scheduled dates, it would be prudent to appoint alternate proxyholders at that time.

**NEXT STEPS**

A copy of this report, the fully executed special resolutions and the Articles of Amendment will be provided to each of the Remail Modern and SaskTel Centre. The Articles of Amendment will be signed by a director of each respective Board prior to submission to the Director of Corporations. The Boards will be notified upon issuance of the Certificate of Amendment by the Director of Corporations.

**APPENDICES**

1. Draft special resolution of the Member, the City of Saskatoon to amend the Articles of Incorporation of The Art Gallery of Saskatchewan Inc. to provide for the appointment of proxyholders.
2. Draft special resolution of the Member, the City of Saskatoon to amend the Articles of Incorporation of Saskatchewan Place Association Inc. to provide for the appointment of proxyholders.

**Report Approval**

Written by: Christine G. Bogad, Director of Legal Services  
Approved by: Cindy Yelland, City Solicitor  
Reviewed by: Jeff Jorgenson, City Manager

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