

Province of Saskatchewan

The Non-profit Corporations Act, 1995

The Art Gallery of Saskatchewan Inc.

SPECIAL RESOLUTION

The undersigned, being the sole member (the “Member”) of The Art Gallery of Saskatchewan Inc. (the “Corporation”), pursuant to section 161 of *The Non-profit Corporations Act, 1995*, hereby passes the following special resolution:

Whereas it is deemed desirable that the Corporation amend its Articles to permit the Member by means of proxy to appoint a proxyholder to attend and act on its behalf at any meeting of the members;

Now Therefore, be it resolved as a special resolution:

1. That the Articles of the Corporation be amended as follows:
 - (a) The following clause 8(d) is added after clause 8(c) of the Articles of Incorporation:

“(d) Any member entitled to vote at a meeting of members may, by means of a proxy, appoint a proxyholder or one or more alternate proxyholders to attend and act on its behalf at any meeting of the members to the extent authorized by the proxy and with the authority conferred by the proxy.”

Passed by a signature of the Member of the Corporation on the _____ day of April, 2020, pursuant to the provisions of *The Non-profit Corporations Act, 1995*.

Joanne Sproule
Secretary/Clerk of the Member