

Province of Saskatchewan

The Non-profit Corporations Act, 1995

The Centennial Auditorium & Convention Centre Corporation

SPECIAL RESOLUTION

The undersigned, being the sole member (the “Member”) of The Centennial Auditorium & Convention Centre Corporation (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:

1. decrease the maximum number of directors that may be appointed;
2. provide that directors and officers may not receive reasonable remuneration for services to the Corporation or indemnification for expenses incurred on behalf of the Corporation, except as provided for in the bylaws or any unanimous member agreement; and
3. update the proxyholder provision to ensure gender neutrality.

Now Therefore, be it resolved as a special resolution:

1. That the Articles of the Corporation be amended as follows:
 - (a) Section 5 is repealed and replaced with the following:

“The minimum number of directors of the Corporation shall be 6, and the maximum number of directors of the Corporation shall be 15.”

- (b) Clause 9(c) is amended by:
 - (a) striking out “his” and substituting “the member’s”; and
 - (b) striking out “.” and substituting “;”.

- (c) The following clause 9(d) is added after clause 9(c):
 - “(d) Directors and officers shall serve without reasonable remuneration for services to the Corporation or indemnification of expenses incurred on behalf of the Corporation, except as provided for in the bylaws or any unanimous member agreement.”

Passed by a signature of the Member of the Corporation on the _____ day of _____, 2022, pursuant to the provisions of *The Non-profit Corporations Act, 1995*.

Adam Tittlemore
Secretary/Clerk of the Member