

rRemai mModern

March 13, 2025

To: Her Worship the Mayor and City Council
c/o Office of the City Clerk
Robin Chapman - Chair
Doug Matheson – Vice Chair
Roy Anderson
Councillor Bev Dubois
Candice Grant
Terri Lemke
Véronique Loewen
Sean Makahonuk
Clint Neufeld
Kristi Ross
Cheryl Thorson
Rheana Worme
Aileen Burns, Co-Executive Director & CEO
Johan Lundh, Co-Executive Director & CEO
Deloitte LLP, Auditors

From: Erin Culbertson, Executive Administrator

NOTICE OF ANNUAL GENERAL MEETING **The ART GALLERY OF SASKATCHEWAN INC.**

The Annual General Meeting of the Member of The Art Gallery of Saskatchewan Inc. will take place on **Tuesday, April 29, 2025 at 5:00 PM**. The Art Gallery of Saskatchewan Inc. meeting will be held in the 4th Floor Conference Room at Remai Modern.

The agenda for the meeting is attached.

Please confirm your attendance with me via email (eculbertson@remainmodern.org) or phone (306-975-7669).

Thank you,

Erin Culbertson
Executive Administrator

AGENDA

ANNUAL GENERAL MEETING OF THE MEMBER THE ART GALLERY OF SASKATCHEWAN INC.

**4th Floor Conference Room, Remail Modern, Saskatoon, SK
Tuesday April 29, 2025 at 5:00 PM**

- I. ROLL CALL
- II. NOTICE OF WAIVER OF IRREGULARITIES
- III. APPROVAL OF AGENDA
- IV. APPROVAL OF MINUTES
 - a. Annual General Meeting – April 30, 2024
- V. ANNUAL REPORTS
 - a. Review of Financial Statements by Deloitte LLP
 - b. Approval of Financial Statements
- VI. RECESS
- VII. APPOINTMENT OF AUDITORS
- VIII. APPOINTMENT TO BOARD OF DIRECTORS
- IX. ADJOURNMENT

II. NOTICE OF WAIVER OF IRREGULARITIES

The Chair advised the members that a Notice of Waiver of Irregularities was prepared for those members present, to be filed so as to form part of the minutes as follows:

The Art Gallery of Saskatchewan Inc. Notice of the Annual General Meeting of the Member held at Remai Modern, Saskatoon, SK, on Tuesday, April 29, 2025 commencing at 5:00 PM. The undersigned hereby acknowledges notice and waive any irregularities therein or with respect thereto and agree to be bound by the proceedings at the meeting and any adjournment thereof.

The Art Gallery of Saskatchewan Inc.
ANNUAL GENERAL AND SPECIAL MEETINGS OF MEMBERS
To be held at Remai Modern, 102 Spadina Crescent East,
Saskatoon, Saskatchewan on
Tuesday, April 30, 2024 at 5:45 p.m. (local time)

MINUTES OF MEETING

1. Call to Order and Appointment of Chair and Secretary

The meeting commenced at 5:51 p.m. by Doug Matheson introducing himself and advising that, with the unanimous consent of the Member, he would act as Chair of the Meeting (the “Meeting”). The Chair then advised that Dustin Doroshenko of McKercher LLP would be acting as Secretary for today’s meeting.

2. Notice of Waiver of Irregularities

Councillor Bev Dubois motioned:

THAT the Notice of Waiver of Irregularities be waived.

Councillor Mairin Loewen seconded; unanimously carried.

3. Adoption of Agenda

The Chair advised that an agenda for the Meeting had been circulated to the Member in advance of the Meeting. Councillor Bev Dubois motioned:

THAT the agenda, as distributed be adopted.

Councillor Mairin Loewen seconded; unanimously carried, the agenda, as distributed, was adopted.

4. Confirmation of Notice and Quorum

The Chair reported that the Corporation’s sole Member being the City of Saskatoon was present in person, by proxy appointment, holding and representing all of the Member interests entitled to be vote at such meeting.

Accordingly, the Chair declared that the Meeting was regularly called and properly constituted to transact business.

5. Approval of Minutes from April 25, 2023 Annual General Meeting

The minutes of the Annual General Meeting held on April 25, 2023 were circulated to the Members in advance of the Meeting. Councillor Bev Dubois made a motion:

THAT the minutes of the meeting of the Annual General Meeting of The Art Gallery of Saskatchewan Inc. held April 25, 2023 be approved.

Councillor Mairin Loewen seconded; unanimously carried.

6. Presentation of Financial Statements for the Year Ended December 31, 2023 and to Receive the Auditors Report thereon

The Chair stated that it was necessary to present the financial statements of the Company for the year ended December 31, 2023. The Chair advised that Jesse Radu, a representative of the Company’s Auditor was present, and asked the Member if they would like an overview of, or to ask any questions about the financial statements for the year ended December 31, 2023.

Councillor Bev Dubois stated that there were no questions, and a review would not be required as the Member was able to review and ask questions of the same at the Board of Directors Meeting for the Company, which was held on April 30, 2024.

Councillor Bev Dubois motioned:

THAT the Financial Statements for The Art Gallery of Saskatchewan Inc. for the year ended December 31, 2023 as received and presented be approved.

Councillor Mairin Loewen seconded; unanimously carried.

a. Recess

Councillor Dubois motioned that a recess be called at 5:53 p.m.

Councillor Mairin Loewen seconded; unanimously carried.

The Chair reconvened the Meeting at 5:59 p.m.

7. Deed of Gift

The Chair advised that the next order of business was to approve the Deed of Gift between the Corporation, as Donee, and the Saskatchewan Gallery and Conservatory Corporation, as Donor, a copy of which was circulated to the Member in advance of the meeting. Councillor Bev Dubois made a motion:

BE IT RESOLVED AS A SPECIAL RESOLUTIONS THAT:

1. The Deed of Gift between the Corporation, as Donee, and the Saskatchewan Gallery and Conservatory Corporation, as Donor, as circulated with the Notice of Meeting, wherein the Corporation acquires all or substantially all of the assets inventory and goodwill of the Saskatchewan Gallery and Conservatory Corporation, dated effective April 30th, 2024, and all ancillary agreements are hereby ratified and approved; and
2. Any two directors of the Corporation be and are hereby authorized and directed to take all necessary steps and to execute and deliver all documents necessary to affect the transfer of all or substantially all of the assets of the Saskatchewan Gallery and Conservatory Corporation to the Corporation.

Councillor Mairin Loewen seconded; unanimously carried.

8. Appointment of Auditors

The Chair advised that the next item of business was to appoint Deloitte LLP to serve as auditors for the ensuing year until the next annual general meeting of the Company and to authorize the directors to fix the compensation to be paid to the auditors. Councillor Bev Dubois made a motion:

THAT the auditors of the Saskatoon Gallery and Conservatory Corporation for the fiscal year of 2024 be the firm of Deloitte LLP, 122 1st Avenue South, Saskatoon, SK.

Councillor Mairin Loewen seconded; unanimously carried.

9. Election of Directors

The Chair advised that as per the Company's bylaws, the election and reappointment of directors is to take place at each annual meeting. Councillor Bev Dubois made a motion:

THAT the reappointment of Councillor Bev Dubois and Councillor Sarina Gersher to the Board of Directors for a term ending at the conclusion of the 2025 Annual General Meeting be approved;

AND THAT the appointment of Robin Chapman, Terri Lemke, Sean Makahonuk and Kristi Ross and that the reappointment of Roy Anderson, Candice Grant and Cheryl Thorson to the Board of Directors throughout a term expiring at the conclusion of the 2026 Annual General Meeting be approved.

Councillor Mairin Loewen seconded; unanimously carried.

10. Adjournment

The motion to adjourn the Meeting was carried at 6:02 p.m.

DATED effective April 30, 2024.

Dustin J. Doroshenko,
Corporate Secretary

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