

SAMPLE APPOINTMENT RESOLUTION

RESOLUTION OF THE SOLE SHAREHOLDER OF
(*Insert name of the Wholly Owned Subsidiary*) (THE
“**CORPORATION**”) APPROVED, ADOPTED AND
CONSENTED TO IN WRITING WITHOUT THE
HOLDING OF A MEETING AS EVIDENCED BY THE
SIGNATURE OF THE SOLE SHAREHOLDER
PURSUANT TO THE *BUSINESS CORPORATIONS*
ACT (ALBERTA) AND THE BYLAWS OF THE
CORPORATION.

WHEREAS The City of Calgary (the “**Shareholder**”) is the sole shareholder of the Corporation;

AND WHEREAS the Shareholder has the exclusive authority to elect directors of the Corporation and fill vacancies on the board of directors of the Corporation (the “**Board**”);

AND WHEREAS the bylaws of the Corporation provide that only the Shareholder is entitled to fill vacancies on the Board;

AND WHEREAS the Shareholder has passed a Voting Procedure Resolution, which provides, among other things, that, generally, any of the Mayor or a Councillor of the Shareholder (collectively, the “**Council Members**”) duly elected and then holding office has the authority for and in the name of the Shareholder to sign a resolution in writing of the Shareholder provided that the execution of such resolution has been approved by resolution passed at a duly called and convened Shareholder meeting;

AND WHEREAS The City of Calgary, as part of its duly constituted organizational meeting held October 26, 2020, considered and confirmed the appointment of (*Members of Council/Members of City of Calgary Administration*) to the Board of Directors of the Corporation;

NOW THEREFORE BE IT RESOLVED THAT:

1. Effective as of the date hereof, (*insert Councillor name/Member of Administration name*) be hereby elected as a director of the Corporation to hold office until the 2021 Organizational Meeting of The City of Calgary Council or until (*his/her*) successor has been appointed.
2. The Corporation shall be entitled to rely on delivery by facsimile transmission or other electronic transmission of a scanned copy of the executed resolution and such facsimile or scanned copy shall be legally effective to create a valid and binding resolution.

DATED as of the 26 day of October, 2020

THE CITY OF CALGARY

Per: _____

Mayor Naheed Nenshi