

HAMILTON FARMERS' MARKET CORPORATION
(the "Corporation")

RESOLUTION OF THE SOLE VOTING MEMBER OF THE CORPORATION

WHEREAS the Corporation is a corporation without share capital to which the *Corporations Act*, R.S.O. 1990, c.38 (the "Act") applies;

AND WHEREAS by the Corporation's Letters Patent, the City of Hamilton is the sole voting member of the Corporation ("Sole Voting Member");

AND WHEREAS by section 5 of the Corporation's By-Law No.1, the board of directors shall consist of a minimum of seven (7) and a maximum of thirteen (13) or such other number of directors as may be determined from time to time by the Sole Voting Member;

AND WHEREAS by section 15 of the Corporation's By-Law No.1, the City of Hamilton, as the sole voting member, is authorized to or may require the Directors of the Corporation to appoint an auditor;

1. NOTICE

BE IT RESOLVED:

That the Sole Voting Member hereby waives its right to receive general or special notice of an annual meeting of the members of the Corporation.

2. MINUTES OF PREVIOUS ANNUAL MEETING

BE IT RESOLVED:

That the minutes of the annual meeting held May 2, 2018 be approved.

3. DIRECTORS

BE IT RESOLVED:

That the following persons are affirmed or appointed as directors of the Corporation and shall hold office until the date specified below, unless further extended as permitted by the by-laws of the Corporation or until their respective successors are elected or appointed subject to the by-laws of the Corporation:

Councillor Esther Pauls

November 30, 2020

Eric Miller	May 13, 2021
Wilf Arndt	December 14, 2020
Elly Bowen	December 14, 2020
Charlie Chiarelli	June 9, 2021
Ron Jepson	June 9, 2021
Shane Coleman	June 9, 2021
Seth Waterman	May 22, 2021
Gordon Albin	May 22, 2021
Bill Slowka (Ex-Officio)	November 30, 2020
Sue Bennison (Ex-Officio)	November 30, 2020

4. FINANCIAL STATEMENTS AND AUDITOR'S REPORT

BE IT RESOLVED:

That the financial statements of the Corporation for the fiscal years ended December 31, 2017 and December 31, 2018 together with the auditor's report, be and the same are hereby received and approved.

5. AUDIT APPOINTMENT

BE IT RESOLVED:

That the undersigned, being the Sole Voting Member, hereby authorizes the Directors of the Corporation to appoint an auditor of the Corporation to hold office until the next following annual meeting at such remuneration as may be fixed by the Directors and the Directors are hereby authorized to fix such remuneration.

The foregoing resolutions are, by signature below of the Sole Voting Member of the Corporation entitled to vote on such resolutions, passed as resolutions of the Corporation pursuant to the Act.

Dated as of this 8th day of July 2019.

CITY OF HAMILTON

Per: _____
Fred Eisenberger, Mayor

Per: _____
Janet Pilon, Acting City Clerk