

**HAMILTON TOURISM DEVELOPMENT CORPORATION**  
(the "Corporation")

RESOLUTIONS OF THE SOLE VOTING MEMBER OF THE CORPORATION

**WHEREAS** the City of Hamilton is the sole voting member of the Corporation ("Sole Voting Member");

**AND WHEREAS** the Sole Voting Member is authorized to hold shares in the Corporation and to exercise the rights attributed thereto, pursuant to Subsection 203(1) of the *Municipal Act, 2001*, SO 2001, c25 ("Act"), but the Corporation is not an Offering Corporation within the meaning ascribed to that term in the *Business Corporations Act*, R.S.O. 1990, c. B.16 ("OBCA");

**AND WHEREAS** the Corporation is a corporation incorporated and existing under the *Not-for-Profit Corporations Act, 2010*, SO 2010, c.15 ("*Not-for-Profit Corporations Act*");

**AND WHEREAS** the Council of the City of Hamilton are sitting as representatives of the Sole Voting Member of the Corporation;

**NOW THEREFORE** the Council of the City of Hamilton, acting in its capacity as representative of the Sole Voting Member of the Corporation, RESOLVES AS FOLLOWS:

**1. AUDITED CONSOLIDATED FINANCIAL STATEMENTS – YEAR ENDED DECEMBER 31, 2023**

BE IT RESOLVED that the Audited Consolidated Financial Statements of the Corporation for the year ended December 31, 2023 (attached hereto as Appendix "A"), be received and approved by the Sole Voting Member.

**2. APPOINTMENT AND REMUNERATION OF AUDITOR**

BE IT RESOLVED that the undersigned, being the Sole Voting Member, hereby authorizes the President of the Corporation to appoint an auditor for the Corporation for the 2024 fiscal year at such remuneration as may be fixed by the President of the Corporation, the President of the Corporation being hereby authorized to fix such remuneration.

**3. 2024 BUDGET**

BE IT RESOLVED that the 2024 budget of the Corporation (attached hereto as Appendix "B"), as approved by the Board of Directors of the Corporation, is received by the Sole Voting Member.

**THE FOREGOING RESOLUTIONS** are hereby consented to by the Sole Voting Member of the Corporation entitled to vote on such resolutions and are hereby passed as resolutions of the Corporation pursuant to the *Not-for-Profit Corporations Act*.

**DATED** as of this 11th day of February 2025.

**CITY OF HAMILTON**

Per: \_\_\_\_\_  
Andrea Horwath  
Mayor

Per: \_\_\_\_\_  
M. Trennum  
City Clerk