

**CERTIFIED RESOLUTION OF THE MEMBERS OF
CALGARY 2026 BID CORPORATION / LA SOCIÉTÉ DE LA CANDIDATURE DE CALGARY 2026
(the "Corporation")**

I, Kathy L. Krug, Corporate Secretary of the Corporation, hereby certify in my capacity as Corporate Secretary, and not in my personal capacity, that the following is a true and complete copy of a resolution passed by the Members of the Corporation as a Super Majority Resolution at a meeting held on July 24, 2018:

"RESOLVED THAT:

1. Section 4.7 of General By-Law Number 1 of Calgary 2026 Bid Corporation / La Société de la Candidature de Calgary 2026 (the "Corporation") be amended and replaced in its entirety and replaced with the following:

4.7 Committees – The Board may from time to time constitute such Committee or Committees as it deems necessary, and subject to the Act (including the limitations on delegations set out therein), each for such purposes and with such powers as may be prescribed by the Board. Any Committee may formulate its own rules of procedure subject to such regulations and/or directions as the Board may from time to time make in respect thereof. Any member of any Committee shall be removable from such Committee or Committees shall serve at the pleasure of the Board, and the Board has to power to disband any Committee which it creates. Without limiting the generality of the foregoing, the following Committees shall be formed by the Board and shall be subject to direction of the Board at all times.

- (a) **Finance and Audit Committee** – The Finance and Audit Committee may assist the Board in fulfilling its oversight responsibilities with respect to the accounting and financial reporting processes and the reviews and audits of the financial statements and reports of the Corporation. The Finance and Audit Committee may also provide oversight with respect to the preparation of the annual budget and the performance of the Corporation in meeting its budgeted revenues and expenses. The Finance and Audit Committee shall receive regular reports on the Corporation's financial performance and shall present that information and any recommendations to the Board. The Finance and Audit Committee may recommend the Public Accountant for appointment by the Members and the Public Accountant shall be entitled to attend any meeting of the Audit Committee. To ensure independence, no Officer or employee of the Corporation is permitted to serve on the Finance and Audit Committee.
- (b) **Human Resources and Governance Committee** – The Human Resources and Governance Committee will assist the Board in fulfilling its oversight responsibilities with respect to utilizing good corporate governance practices and policies, director nomination and education, and human resources matters, including the compensation of officers. To ensure independence, no Officer or employee of the Corporation is permitted to serve on the Human Resources and Governance Committee.

In addition, and without limiting the generality of the foregoing, the board shall form the following advisory Committee:

- (c) **Advisory Committee** – The Advisory Committee will have the objective of providing the Board of Directors with non-binding advice of a group which represents the national character of the Games and the diversity of interest groups affected by or interested in the Games.

2. In accordance with the By-Laws and the Act, the amendments shall be immediately effective.
3. The Corporate Secretary is hereby authorized to file such amendments with Corporations Canada and to take all such actions and execute all such documents as deemed necessary or desirable, in her sole discretion, to give effect to these resolutions.”

Dated this 30th day of August, 2018.

KATHY L. KRUG
Corporate Secretary

