

NOTICE OF ANNUAL AND SPECIAL MEETING OF MEMBERS

Notice is hereby given that the annual meeting of the members of **SASKATOON VISITOR & CONVENTION BUREAU INC.** (the “**Corporation**”) will be held on Thursday, May 1, 2025 at The Parktown Hotel, 224 Spadina Cres, East, Saskatoon, SK commencing at 10:30 a.m.

The purpose of the meeting is to address the following business:

1. To receive and approve the minutes from the last annual meeting of members;
2. To receive a report from the Board of Directors;
3. To receive the financial statements of the Corporation for the year ended December 31, 2024;
4. To appoint the public accountant of the Corporation to hold office until the next annual meeting of members.
5. To elect directors of the Corporation to each serve on the Board;
6. To consider, and if deemed advisable, to pass a special resolution to repeal and replace Bylaw 1 of the Corporation;
7. To ratify all decisions and actions taken by the Board of Directors since the last annual meeting of members; and
8. To consider any other business that may properly come before the meeting.

Dated this 2nd day of April, 2025, on behalf of the Board of Directors.

Joan Steckhan, Chair of the Board of Directors

Particulars of the Business of the Meeting

1. Minutes of 2024 Annual Meeting

The members are asked to review and approve the minutes of the 2024 annual meeting of members, attached hereto at [DS AGM MOM 2024.04.23 FINAL.pdf](#)

Be it resolved that the minutes of the 2024 annual meeting of members are hereby approved.

2. Report of the Board of Directors

The Chair of the Board of Directors will deliver a verbal report on the Corporation on behalf of the Board of Directors.

3. 2024 Financial Statements

The Corporation's financial statements for the year ended December 31, 2024 will be presented to the members at the meeting.

These documents are attached hereto at: [2024 Audited Financial Statements](#)

Be it resolved that the financial statements for the year ended December 31, 2024 are hereby received and accepted by the members.

4. Appointment of Public Accountant

The members will be asked to make a motion to re-appoint KPMG LLP as public accountant for the Corporation to hold office until the next annual meeting of members and to authorize the Board of Directors to fix the remuneration of the public accountant.

Be it resolved that KPMG LLP be and is hereby appointed as the public accountant for the Corporation to hold office until the next meeting of members and the Board of Directors is hereby authorized to fix the remuneration of the public accountant.

5. Election of Directors

The Corporation's Articles provide that the Board of Directors shall be comprised of a minimum of 9 and a maximum of 15 Directors. The Corporation's Bylaws provide that each Director shall serve a two-year term.

The Board of Directors has eight vacancies to fill for 2025. The following individuals have agreed to allow their names to stand as nominees to serve as members of the Corporation's Board of Directors for a two-year term commencing upon the close of the annual meeting:

CJ Dushinski
VP Business Development -Saskatoon Airport Authority

John Howden
CEO – SaskTel Centre

Darlene Brander
President, Saskatchewan Indigenous Cultural Centre

Darla Dequire
Founder & CEO, Cedar & Sage Development Strategies

Of the current composition, the following Directors will enter the second term for a two-year term upon the close of the annual meeting:

Joan Steckhan, CFO, Prairie River Cruises Ltd.

Of the current composition, the following Directors will enter the third term for a two-year term upon the close of the annual meeting:

Tammy Sweeney, CEO, TCU Place

As the result of an oversight, two Directors of the composition were not elected at the 2024 AGM. Please note that no director has served beyond their maximum number of terms, and that there is full support of each of these directors for re-election. Discover Saskatoon now has a process to manage terms and renewals. Of the current composition, the following Directors be elected retroactively to the 2024 AGM for the third term of a two-year term upon the close of the annual meeting:

Hanif Hemani, Managing Director, Express Employment Professionals
Dan Kemppainen, CEO, Prairieland Park

Biographies of the proposed individuals are attached, hereto at [2025 Candidate Bios](#)
Be it resolved that the following individuals are hereby elected to serve as directors commencing at the close of the annual meeting until the close of the second annual meeting following their appointment, or until their successors are elected or appointed, unless their office is vacated in accordance with the Bylaws.

6. Special Business: Repeal and Replace Bylaw 1

In an effort to strengthen the governance foundations of the Corporation, the Board of Directors commissioned a review of the Corporation’s Bylaw 1 in 2024. In working with legal counsel conducting the review, the Board of Directors accepted a recommendation for a wholesale update of Bylaw 1 to ensure compliance and alignment with the provisions of the *Non-profit Corporations Act, 2022* (Saskatchewan).

To this end, the Board of Directors has approved, and hereby submits to the members for approval by special resolution, to repeal the existing Bylaw 1 in its entirety and replace it with Bylaw 1 (2025) in the form attached hereto at [Bylaw 1 \(2025\) - Saskatoon Visitor & Convention Bureau Inc.](#)

This is a matter that requires approval by special resolution of the members, being a majority of not less than two-thirds (2/3) of the votes cast by members on the resolution.

Be it resolved that the members hereby approve, as a special resolution, that Bylaw 1 of the Corporation be and is hereby repealed in its entirety and replaced by Bylaw 1 (2025) in the form presented to the members.

7. Ratification of Decisions and Actions of the Board of Directors

The Chair of the Board of Directors will request a motion from the members to ratify the decisions and actions of the Board of Directors since the last annual meeting.

Be it resolved that, to the extent necessary, notwithstanding any omissions or irregularities in the formalities attendant thereupon, all decisions, acts, contracts, proceedings, appointments, and payments enacted, done, taken, and made by the Board of Directors for and on behalf of the Corporation since the last annual meeting of the members are hereby approved, confirmed, and ratified.