



CIBC  
Wood Gundy

## CORPORATE ACCOUNT AUTHORIZING RESOLUTION

with or without Power of Direction for payments and deliveries to third parties.  
(For use by: Corporations; Associations; Lodges; Religious Bodies; and other Organizations.)

CLIENT NAME Varley-McKay Art Foundation of Markham

ACCOUNT NO. 410-29308-17

I.A. NAME/NO. Alan Godfrey/552

**TO: CIBC WORLD MARKETS INC. ("CIBC Wood Gundy")**

Certified copy of a resolution passed by the Trustees, Directors or Officers of the above client (the "Client") authorizing the establishment and maintenance of trading accounts with CIBC Wood Gundy.

On motion duly made, seconded and carried, the following resolution was passed:

**BE IT RESOLVED THAT**

1. The Client establish and maintain one or more accounts, which may be margin accounts, with CIBC Wood Gundy (each, an "account").
2. Any <sup>one</sup><sub>Insert Appropriate Number</sub> of the representatives of the Client specified following paragraph 5 is hereby authorized to give written or oral instructions with respect to purchases and sales (including short sales) in securities (including options) and any other transactions in the accounts; to borrow money from or through CIBC Wood Gundy and to secure payment thereof by hypothecating or otherwise charging any property of the Client; to bind and obligate the Client to and for the carrying out of any contract, arrangement or transaction made with CIBC Wood Gundy, to pay such sums as may be necessary in connection with the accounts; to give instructions with respect to the delivery or transfer of securities; to endorse any securities and/or contracts in order to pass title thereto; to direct the sale or exercise of any right with respect to any securities; to sign for the Client, and deliver on its behalf all releases, powers of attorney and/or other documents in connection with the accounts; and generally to do and take all actions as are deemed by any such representative to be necessary or proper in connection with transactions in securities for and on behalf of the Client.
3. This resolution shall remain in force and be binding upon the Client until a copy, certified by a duly authorized representative of the Client, of a resolution repealing or replacing this resolution shall have been received by CIBC Wood Gundy.
4. The representative(s) has (have) authority to give instructions for the payment of funds and the delivery of securities to any person other than the client. If YES, initial
5. All acts and things done and documents executed on behalf of the Client, as hereinbefore authorized, may be relied upon by CIBC Wood Gundy and shall be valid and binding upon the Client.

**Name of Representative**

**Capacity or Title**

**Signature**

Mark Visser

Investment Manager Town of Markham

A. B. Gerrard

Treasurer

Certified to be a true copy of a Resolution passed by the duly authorized Trustees, Directors or Officers of the Client, or in the case of a corporate Client, by the Board of Directors of the Client, at a properly constituted meeting held on the date noted below. Further certified to be a list of the individuals authorized pursuant to the above Resolution and a specimen of their respective signatures.

DATED THIS 18th

DAY OF September

, YEAR 2007

SIGNATURE OF AUTHORIZING CORPORATE REPRESENTATIVE

(Resolution must be authorized by Corporate Secretary or President or Vice-President or Director or Chief Financial Officer or other Senior Officer of the Corporation)

Howard A. Back

Name of Authorizing Corporate Representative (Please print)

Chairman

Title of Authorizing Corporate Representative (Please print)

CIBC Wood Gundy is a division of CIBC World Markets Inc., and Member CIPF  
FORM 844 11/03

## CORPORATE RESOLUTION

**EXTRACT** from the minutes of a meeting of the Board of Directors or Sole Director of \_\_\_\_\_  
Varley-McKay Art Foundation of Markham

Incorporated according to the laws of Ontario

held at Markham, Ontario on September 18 ~~19~~ 2007.

Upon motion duly made and seconded, it was resolved that:

(Please delete where applicable)	NAME	TITLE	SIGNATURE
<b>AND/OR</b>	<u>Mark Visser</u>	<u>Investment Manager</u>	_____
<b>AND/ OR</b>	<u>A. B. Gerrard</u>	<u>Treasurer</u>	_____

is/are hereby authorized:

To sell, assign, and transfer securities registered in the name of Varley-McKay Art Foundation of Markham

It is equally resolved that any and all such assignments of securities registered in the name of or assigned heretofore or that may be hereafter assigned by the above named Officers and hereby ratified and confirmed.

DATED AT Markham this 18 day, for the month of September, 2007.

I, Howard A. Back certify that the above extract is a true copy and that the above resolution has not been revoked.

SEAL (IF REQUIRED)

\_\_\_\_\_  
Signature of an Officer other than  
the person(s) authorized to execute  
the assignment for the securities

OR "IF APPLICABLE"

I, \_\_\_\_\_ hereby certify that I am the Sole Owner, and Officer of  
this Company and as such is authorized to sell, assign and transfer securities registered in the name  
of \_\_\_\_\_.

\_\_\_\_\_  
Signature of Declarant

\_\_\_\_\_  
Date

SEAL (IF REQUIRED)

DECLARED BEFORE ME AT THE \_\_\_\_\_  
IN THE \_\_\_\_\_ OF \_\_\_\_\_ THIS \_\_\_\_\_ DAY OF \_\_\_\_\_,  
\_\_\_\_\_

A COMMISSIONER FOR  
OATHS \_\_\_\_\_