



## Canada Not-for-profit Corporations Act (NFP Act)

### Form 4031

#### Articles of Continuance (transition)

To be used only for a continuance from the *Canada Corporations Act*, Part II.

|  |  |
|--|--|
| <b>1 Current name of the corporation</b>   |  |
| CANADA'S AVIATION HALL OF FAME   |  |
| <b>2 If a change of name is requested, indicate proposed corporate name</b>  |  |
|  |  |
| <b>3 Corporation number</b>  | <b>4 The province or territory in Canada where the registered office is situated</b> |
| 3 8 6 4 4 8 -  | Alberta  |
| <b>5 Minimum and maximum number of directors</b> (for a fixed number, indicate the same number in both boxes)  |  |
| Minimum number   | Maximum number   |
| 9  | 15   |
| <b>6 Statement of the purpose of the corporation</b>   |  |
| The exclusive purpose of the Corporation is to contribute to Canadian heritage by documenting, preserving and publicizing the names and deeds of those persons whose contributions to the advancement of Canadian aviation and aerospace have been of major benefit to Canada. |  |
| <b>7 Restrictions on the activities that the corporation may carry on, if any</b>  |  |
| All activities of the Corporation must further its charitable purposes.  |  |

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**Articles of Continuance (transition)**

**8 The classes, or regional or other groups, of members that the corporation is authorized to establish**

See Schedule 1

**9 Statement regarding the distribution of property remaining on liquidation**

Upon the winding up or dissolution of the Corporation after satisfaction of all dues, debts and liabilities, there remains any real or personal property whatsoever, the same shall not be paid to or distributed among any members but shall be given or transferred to one or more registered charitable aviation organizations in Canada or to one or more public archives or museums, to be determined by the directors of the Corporation at or before the time of dissolution. Any recipient of such property shall be a "qualified donee" within the meaning of the Income Tax Act (Canada).

**10 Additional provisions, if any**

See Schedule 2

**11 Declaration**

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.

*Signature* \_\_\_\_\_

*Print name* \_\_\_\_\_

*Phone number* (    )    - \_\_\_\_\_

**Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).**

## SCHEDULE 1

**The classes or regional or other groups, of members that the Corporation is authorized to establish:**

The Corporation is authorized to establish three classes of members in the Corporation, namely, Inductees, Corporate Friends and Friends as follows:

- a) Each Inductee is entitled to receive notice of, attend and vote at all meetings of members and each such Inductee shall be entitled to one (1) vote at such meetings, except for meetings at which only members of another class are entitled to vote separately as a class. The right of an Inductee to vote at meetings shall cease upon the death of such Inductee;
- b) Each Corporate Friend shall be entitled to receive notice of, attend and vote at meetings of the members and each such Corporate Friend shall be entitled to one (1) vote at such meetings, except for meetings at which only members of another class are entitled to vote separately as a class;
- c) Each Friend shall be entitled to receive notice of, attend and vote at meetings of the members and each such Friend shall be entitled to one (1) vote at such meetings, except for meetings at which only members of another class are entitled to vote separately as a class.

## SCHEDULE 2

### **Additional Provisions:**

1. The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the corporation shall be used in furtherance of its purposes;
2. Directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or her duties. A director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity;
3. The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of members, but the total number of directors so appointed may not exceed one-third (1/3) of the number of directors elected at the previous annual general meeting of members.