



### 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.

**1 Current name of the corporation**

THE INTERNATIONAL ASSOCIATION OF HYDROGEOLOGISTS - CANADIAN NATIONAL CHAPTER INC.

**2 If a change of name is requested, indicate proposed corporate name**

**3 Corporation number**

4 | 5 | 1 | 8 | 6 | 4 | — | 1

**4 The province or territory in Canada where the registered office is situated**

MANITOBA

**5 Minimum and maximum number of directors** (for a fixed number, indicate the same number in both boxes)

Minimum number  Maximum Number

**6 Statement of the purpose of the corporation**

To promote the study, knowledge and exchange of information on the science of hydrogeology and its application for common good in Canada and to promote cooperation and facilitate the international exchange of information on groundwater.

**7 Restrictions on the activities that the corporation may carry on, if any**

None

Articles of Continuance (transition)

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

The Corporation is authorized to establish Regular Members, Student Members, Associate Student Members, Retired Members, Life Members and Corporate Members as follows:

- (a) The Regular Members are entitled to receive notice of and attend at all meetings of members and each such Regular Member shall be entitled to one (1) vote at such meetings;
- (b) The Student Members are entitled to receive notice of and attend at all meetings of members and each such Student Member shall be entitled to one (1) vote at such meetings;
- (c) Except as otherwise provided in the *Canada Not-for-profit Corporations Act*, S.C. 2009 c. 23, the Associate Student Members shall not be entitled to receive notice of, attend or vote at meetings of members of the Corporation;
- (d) The Retired Members are entitled to receive notice of and attend at all meetings of members and each such Retired Member shall be entitled to one (1) vote at such meetings;
- (e) The Life Members are entitled to receive notice of and attend at all meetings of members and each such Life Member shall be entitled to one (1) vote at such meetings; and
- (f) Except as otherwise provided in the *Canada Not-for-profit Corporations Act*, S.C. 2009 c. 23, the Corporate Members shall not be entitled to receive notice of, attend or vote at meetings of members of the Corporation

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

Any property remaining on liquidation of the Corporation, after discharge of all liabilities, shall be distributed to the International Association of Hydrogeologists or if the International Association of Hydrogeologists is no longer in existence, to one or more organizations in Canada carrying on similar activities, the undertaking of which is charitable or beneficial to the community, and that it is agreed to by a majority of the Board.

**10 Additional provisions, if any**

- A. If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:
- (a) borrow money on the credit of the corporation;
  - (b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
  - (c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired to secure any debt obligation of the corporation.
- Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.  
Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.
- B. The non-voting members shall not be entitled to vote separately, as a class or group on an amendment, or proposal to make an amendment, to:
- (a) effect an exchange, reclassification or cancellation of all or part of the membership of such class; or
  - (b) create a new class or group of members having rights equal or superior to those of the non-voting members.

**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).**

