



Certificate of Continuance

Canada Not-for-profit Corporations Act

Certificat de prorogation

*Loi canadienne sur les organisations à but non
lucratif*

THE CANADIAN ACADEMY OF ENGINEERING
L'ACADEMIE CANADIENNE DU GENIE

Corporate name / Dénomination de l'organisation

229892-9

Corporation number / Numéro de
l'organisation

I HEREBY CERTIFY that the above-named corporation, the articles of continuance of which are attached, is continued under section 211 of the *Canada Not-for-profit Corporations Act*.

JE CERTIFIE que l'organisation susmentionnée, dont les statuts de prorogation sont joints, a été prorogée en vertu de l'article 211 de la *Loi canadienne sur les organisations à but non lucratif*.

Virginie Ethier

Director / Directeur

2014-07-11

Date of Continuance (YYYY-MM-DD)
Date de prorogation (AAAA-MM-JJ)



**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 CANADIAN ACADEMY OF ENGINEERING
L'ACADÉMIE CANADIENNE DU GÉNIE

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

3 - Corporation number

2 2 9 8 9 2 - 9

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

Ontario

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

SEE ATTACHED SCHEDULE A.

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

THERE ARE NO RESTRICTIONS.

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

THE CORPORATION IS AUTHORIZED TO ESTABLISH ONE CLASS OF MEMBERS. EACH MEMBER SHALL BE ENTITLED TO RECEIVE NOTICE OF, ATTEND AND VOTE AT ALL MEETINGS OF THE MEMBERS OF THE CORPORATION.

9 - Statement regarding the distribution of property remaining on liquidation

IN THE EVENT OF LIQUIDATION, DISSOLUTION OR WINDING-UP OF THE CORPORATION, ALL ITS REMAINING ASSETS AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED TO ONE OR MORE ORGANIZATIONS THAT ARE "QUALIFIED DONEES" AS DEFINED UNDER THE INCOME TAX ACT (CANADA) AND WHICH CARRY ON SIMILAR ACTIVITIES TO THOSE OF THE CORPORATION, AS DETERMINED BY THE DIRECTORS.

10 - Additional provisions, if any

SEE ATTACHED SCHEDULE B.

11 - Declaration

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

Signature:

[Handwritten signature: Pierre Lortie]

Print name:

PIERRE LORTIE

Phone Number:

(514) 878-8863

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 A
STATEMENT OF PURPOSE OF THE CORPORATION

The purposes of the corporation are as follows:

1. To provide means of anticipating and assessing the changing needs of Canada and the technical resources that can be and should be applied to them and to sponsor programs aimed at meeting these needs;
2. To provide independent and expert advice on matters of national importance pertinent to engineering;
3. To recognize outstanding contributions to society and to the country by leading Canadian engineers and to highlight exceptional engineering achievements;
4. To complement the role and functions of existing national engineering organizations and to cooperate with the Royal Society of Canada and other national bodies on matters involving both their respective fields and the field of engineering;
5. To cooperate with other national academies and international bodies on matters of mutual interest;
6. To serve the nation in connection with significant challenges involving engineering and technology; and
7. To do all such other things as are incidental or ancillary to the attainment of the above purposes.

SCHEDULE B
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 of the number of directors elected at the previous annual general meeting of members.



**Canada Not-for-profit Corporations Act (NFP Act)
FORM 4002**

INITIAL REGISTERED OFFICE ADDRESS AND FIRST BOARD OF DIRECTORS

(To be filed with articles of incorporation, continuance (transition), amalgamation, or continuance (import))

1 - Corporate name

THE CANADIAN ACADEMY OF ENGINEERING
L'ACADÉMIE CANADIENNE DU GÉNIE

2 - Complete address of the registered office (cannot be a post office box)

Number and street name
1402-180 Elgin Street

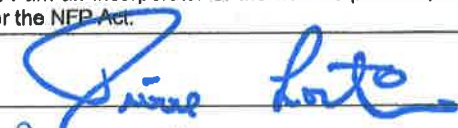
City Ottawa	Province or Territory Ontario	Postal code K2P 2K3
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3 - Directors of the corporation (if space available is insufficient, complete attached schedule)

First and last name	Address (cannot be a post office box)
M. Pierre Lortie	243, boulevard de Montrose Saint-Lambert, QC J4R 1X4
Dr. Douglas Ruth	409-500 Lindenwood Drive East Winnipeg, MB R3P 1B1
Dr. L. John Leggat	794 Dunloe Avenue Ottawa, ON K1K 0K4
Dr. Yves Beauchamp	791, rue des Bois-Francis Boucherville, QC J4B 8P9
Dr. Richard J. Marceau	22 Blueview Avenue Conception Bay South, NL A1W 5W7

4 - Declaration

I hereby certify that I am an incorporator of the new corporation, or that I am a director or an authorized officer of the corporation continuing into or amalgamating under the NFP Act.

Signature: 

Print name: PIERRE LORTIE Phone Number: (514) 878-8863

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
(Item 3 of Form 4002)
Directors of the corporation**
To be used if space on form is insufficient

1 - Corporate Name
THE CANADIAN ACADEMY OF ENGINEERING L'ACADÉMIE CANADIENNE DU GÉNIE

3 - Directors of the corporation	
First and last name	Address (cannot be a post office box)
Dr. Eddy E. Isaacs	400 Lessard Drive NW Edmonton, AB T6M 1A7
Prof. Ian J. Jordaan	7 East Middle Battery Road St. John's, NL A1A 1A3
Mr. Eugene V. Polistuk	11 Klaimen Court Aurora, ON L4G 6M1
Mr. Ken Putt	558 Wilderness Place Sooke, BC V9Z 1C4
Mr. Colin Smith	1773 St. Ann Street Victoria, BC V8R 5V7
Ms. Sara Jane Snook	32 St. Laurent Place Halifax, NS B3M 4S5
Dr. Kimberly A. Woodhouse	1203 - 152 Patrick Street Toronto, ON M5T 3J9