

**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>	
London Goodenough Association of Canada	
<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>
0 4 9 8 3 3 - 5	Ontario
<b>5 Minimum and maximum number of directors</b> (for a fixed number, indicate the same number in both boxes)	
Minimum number	Maximum number
15	36
<b>6 Statement of the purpose of the corporation</b>	
See attached Schedule "A"	
<b>7 Restrictions on the activities that the corporation may carry on, if any</b>	
The corporation may only undertake activities consistent with furthering the purpose of the corporation.	

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

There is one class of members. Each member shall be entitled to notice of annual and special meetings of members and shall be entitled to vote at such meetings for the election of directors and on other matters properly before the meeting, on the basis of one vote per member.

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

Upon a dissolution of the corporation, all remaining property after the payment of debt obligations shall be distributed to Her Majesty in right of Canada.

**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 \_\_\_\_\_

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 “A” to the Articles of Continuance  
of the London Goodenough Association of Canada  
(the “Corporation”)**

The purposes of the Corporation are as follows:

- (a) To assist by all means at its disposal, financial and otherwise, Goodenough College of London, England (the “College”) (formerly The London Goodenough Trust for Overseas Graduates) in the maintenance, development and improvement of the facilities administered by the College to Canadian students continuing their education in the United Kingdom;
- (b) To acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purposes of furthering the objects of the corporation;
- (c) To assist Canadian graduate students of academic distinction to continue their education in the United Kingdom by providing financial support for their accommodation in properties administered by the College;
- (d) To assist students in financial need who are resident at the College through the provision of bursaries;
- (e) To assist the College in the provision of educational, cultural, athletic, social and other programs and activities for the benefit of students resident at the College;
- (f) To serve as an alumni association for Canadian students who have resided in the properties administered by the College; and
- (g) If the College shall at any time cease to provide facilities to Canadian students in the United Kingdom of the same or similar nature as now afforded, to utilize the funds and property of the Corporation for such exclusively charitable purposes in Canada as may be determined by the board of directors.

**Schedule “B” to the Articles of Continuance  
of the London Goodenough Association of Canada  
(the “Corporation”)**

- (a) 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.
- (b) 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.
- (c) 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:
  - (i) borrow money on the credit of the Corporation;
  - (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
  - (iii) 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, promissory notes or other evidence of indebtedness made, drawn, accepted or endorsed by or on behalf of the corporation.

A by-law relating generally to the conduct of the affairs of

**London Goodenough Association of Canada**  
(the "Corporation")

**BE IT ENACTED** as a by-law of the Corporation as follows:

**Definitions**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

“**Act**” means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

“**articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

“**board**” means the board of directors of the Corporation and "director" means a member of the board;

“**by-law**” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

“**Chair**” means the person appointed to act as chairperson of the board;

“**meeting of members**” includes an annual general meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

“**ordinary resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

“**proposal**” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

“**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time; and

“**special resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **General**

### **1. Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

### **2. Corporate Seal**

The Honorary Secretary of the Corporation shall be the custodian of any corporate seal.

### **3. Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer or director may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **Financial Matters**

### **4. Financial Year**

The financial year-end of the Corporation shall be December 31 in each year.

### **5. Auditor**

The members shall appoint an auditor at each annual general meeting to hold office until the next annual general meeting. The remuneration of the auditor shall be fixed and approved by the board, which task may be delegated to the Honorary Treasurer or to a committee of the board.

### **6. Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or Corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be

transacted by any two or more officers or directors of the Corporation as the board of directors may by resolution from time to time designate, direct or authorize.

## **7. Annual Financial Statements**

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## **Membership**

### **8. Membership Conditions**

Members of the Corporation shall include alumni of Goodenough College or a supporter of the Corporation who is, in either case, either a Canadian citizen or Canadian resident. Members shall exclude such persons for whom the Corporation does not have current contact information.

Membership dues, if any, shall be established by the board of directors from time to time.

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

### **9. Notice of Members' Meeting**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

#### **10. Members Calling a Members' Meeting**

The board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

#### **11. Absentee Voting at Members' Meetings**

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it, subject to any requirements for use and revocation of proxies established by the board and communicated to members.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

#### **12. Termination of Membership**

Membership in the Corporation is terminated: when the member dies or resigns; as a result of a vote by the board in circumstances where the member has acted in a manner contrary to the purposes of the Corporation; when the member's term of membership expires; or when the Corporation is liquidated and dissolved under the Act.

Any member may be required to resign by a vote of three quarters of the members present in person or by proxy at a members' meeting in circumstances where the member has acted in a manner contrary to the purposes of the Corporation.

Any member may withdraw from the Corporation by delivering a written resignation to the Honorary Secretary.



### **13. Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

### **14. Proposals Nominating Directors at Members' Meetings**

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

### **15. Place of Members' Meeting**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

### **16. Persons Entitled to be Present at Members' Meetings**

Members, non-members, directors and the auditor of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

### **17. Chair of Members' Meetings**

In the event that the Chair of the board is absent, the directors who are present at the members' meeting in person or by phone or by proxy, and entitled to vote at the meeting, shall choose another director or one of their number to chair the meeting.

### **18. Quorum at Members' Meetings**

A quorum at any meeting of the members shall be 8 members entitled to vote at the meeting.

### **19. Votes to Govern at Members' Meetings**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to

an original vote shall have a second or casting vote.

## **20. Participation by Electronic Means at Members' Meetings**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

## **21. Members' Meeting Held Entirely by Electronic Means**

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

## **Directors**

### **22. Role of Directors**

Directors shall administer the affairs of the Corporation, including the monitoring of the use of any funds gifted to Goodenough College by the Corporation, and may authorize such expenses, contracts or expenditures as are necessary for the operation of the Corporation, and may solicit and receive gifts and donations of any kind for the purpose of furthering the purposes of the Corporation.

### **23. Number of Directors**

The board shall consist of the number of directors specified in the articles.

### **24. Term**

Directors shall be elected by the members at a members meeting to serve until no later than the next annual general meeting. The office of a director shall be automatically vacated if a director has resigned his or her office in writing; if a directors is found by a court to lack capacity; if a director becomes bankrupt; if at a meeting of members a resolution is passed by three quarters of the members present at the meeting in person or by proxy that the director be removed from office; or on death.

A quorum of directors may appoint one or more directors to fill a vacancy on the board of directors. Directors so appointed shall hold office for a term expiring not later than the close of the next annual general meeting of members.

### **25. Calling of Meetings of the Board**

Meetings of the board may be called by the Chair of the board, the Vice-Chair of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

### **26. Notice of Meeting of Board of Directors**

Meetings of the board may be held at any time and place to be determined by the directors, provided that 48 hours' notice shall be given by mail or electronic means.

Directors may participate in a meeting in person or by telephone.

### **27. Regular Meetings**

There shall be at least one meeting per year of the board of directors.

### **28. Votes to Govern at Meetings of the Board of Directors**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

### **29. Books and Records**

The directors shall be responsible for the maintenance of such books and records of the Corporation required by the by-law, the Act and in law, including minutes of the meetings of directors and meetings of members.

### **30. Rules and Regulations**

The directors may make such rules and regulations as determined appropriate from time to time to further the purposes of the Corporation, provided that such rules and regulations are consistent with this by-law and the articles.

### **31. Committees of the Board of Directors**

There shall be a Nominations Committee composed of not less than three directors who shall be appointed by the board, one of which shall be the Chair. The Nominations Committee shall exercise such powers as are authorized by the board. Members of the Nominations Committee may be removed by a majority vote of the board. Meetings of the Nomination Committee shall be held at the time and in the manner determined by the chair of the Nominations Committee.

The board may establish any other committees it determines necessary in the best interests of the Corporation and may nominate directors to sit on these committees and may establish the mandate for these committees and determine how to terminate the committee.

## **Officers**

### **32. Appointment of Officers**

The officers of the Corporation shall be a Chair, Vice-Chair, Honorary Secretary and Honorary Treasurer, as well as such other officers as may be appointed from time to time by the board. The officers shall perform such duties as may be required by their office and by any resolution approved by the board.

The officers shall be appointed by a resolution of the board at the first meeting following the meeting at which the directors are elected by the members. The officers shall hold office until the next annual general meeting unless they resign, die or are removed by a vote of the majority of the board.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

## **Indemnification of Directors and Officers**

### **33. Right to Indemnification**

To the extent permissible by law, and subject to this by-law, the Corporation shall indemnify directors and officers in respect of all losses, costs and expenses (“Claims”) to the extent such Claims arise as the result of actions taken by the indemnified person in their capacity as a director or officer of the Corporation.

The Corporation shall have no obligation to indemnify a director or officer in respect of a Claim where the director or officer is finally judged to have been grossly negligent or to have engaged in willful misconduct.

The person seeking indemnification shall give prompt notice to the Corporation of a Claim. The Corporation shall have the right, at its prompt election, to defend any Claim for which indemnification is sought.

## **Validity and Effectiveness**

### **34. Invalidity of any Provisions of this By-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

### **35. Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

### **36. By-laws and Effective Date**

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.