

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 Geotechnical Society
La Societe Canadienne de Geotechnique

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

None

3 Corporation number

1 9 7 6 5 4 - 1

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

British Columbia

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

The purpose of the Canadian Geotechnical Society is to provide for its' members opportunities for updating and upgrading their technical knowledge and skills and to present results of their research and other technical achievements in geotechnical engineering and related scientific and engineering disciplines.

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

None

Form 4031
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

In the event of dissolution or winding-up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to one or more organizations in Canada having cognate or similar objects.

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 Bryan D. Watts, P.Eng. _____

Phone number (604) 669 - 3800 Ext. 8444 _____

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

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

There shall be five classes of members of the Society:

- (a) **Member:** One who, by virtue of a university degree or equivalent, is learned in the field of geotechnical engineering, engineering geology, hydrogeology, rock engineering or other related sciences, and who is actively engaged in one or more of these fields.
- (b) **International Member:** One who satisfies the requirements for Member but is living in a country other than Canada
- (c) **Student Member:** One who is pursuing full time studies at an educational institution recognized by the Society Board of Directors.
- (d) **Retired Member:** One who has been a member, or is retired and no longer employed, but wishes to continue membership in the Society.
- (e) **Second Society Member:** One who is a member of another Engineering Institute of Canada Member Society and who wishes, for a reduced fee, to be also a member of CGS.

Those above listed are referred to as General Members and each has one vote.

SCHEDULE 2

10. Additional Provisions

Borrowing Powers

If authorized by a by-law, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a special general meeting of the General Members duly called for considering the by-law, 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.