Industry Canada Industrie Canada

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

Canadian Transit Heritage Foundation / Fondation canadienne du patrimoine du transport urbain

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

3 - Corporation number

2 8 2 6 3 3 – 0

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 5 **Maximum number** 25

6 - Statement of the purpose of the corporation

The objects of the Corporation are to devote all of its resources exclusively to charitable activities to be carried on by it for the purpose of fostering, promoting and increasing public interest in and awareness of the history and contribution to Canada of the Canadian Transit Industry; and for the attainment of the above objects and subject to the limitation that all the objects and activities of the Corporation shall be exclusively charitable.

See supplemental information pages for complete statement.

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

None.

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Canada Not-for-profit Corporations Act (NFP Act)
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8 - The classes, or regional or other groups, of members that the corporation is authorized to establish

Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the Corporation. The applicants for incorporation shall automatically be made members.

Categories

Membership in the Corporation shall be divided into five categories namely Honourary, Corporate, Associate, Common and Public Transit Systems and Agencies membership.

See supplemental information pages for additional details.

9 - Statement regarding the distribution of property remaining on liquidation

It is specially provided that in the event of dissolution or winding-up of the Corporation all remaining assets after payment of its liabilities shall be distributed to one or more registered charitable organizations in Canada or to one or more qualified donees within the meaning of the *Income Tax Act*.

10 - Additional provisions, if any

Non-profit clause
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.

Remuneration of directors
The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.

~~See supplemental information pages for additional details.~~

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: David Onodera, Secretary *Phone Number:* (306) 209-5230

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).

Canada

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

Form 4031 Articles of Continuance (transition)

Supplemental Information

Canadian Transit Heritage Foundation / Fondation canadienne du patrimoine du transport urbain

Corporation number: 282633-0

6 - Statement of the purpose of the corporation

The objects of the Corporation are:

a) to devote all of its resources exclusively to charitable activities to be carried on by it for the purpose of fostering, promoting and increasing public interest in and awareness of the history and contribution to Canada of the Canadian Transit Industry through the following:
   i) to promote and foster the retention or restoration of transit vehicles, artifacts and data for historical and educational purposes by the Corporation, transit operations, other agencies and individuals;
   ii) to acquire, and make available to the public, reference material relating to the development, construction and operation of transit in Canada, including material in the areas of civil engineering, geography, geology, electronics and architecture;
   iii) to offer educational programs; advice and assistance to the public relating to the history, development, construction and operation of transit in Canada; and
   iv) to promote and to encourage, public display and exhibition of vehicles, artifacts and historical data relating to transit in Canada.

b) for the attainment of the above objects and subject to the limitation that all the objects and activities of the Corporation shall be exclusively charitable, the Corporation shall have the power:
   i) to use, apply, give, devote or distribute from time to time all or part of any fund or funds and the income there from by such means as may from time to time seem expedient to its directors, exclusively for the charitable projects of the Corporation including research, publication, education, and the establishment and maintenance of educational or other charitable activities, agencies or institutions and the aid of any such activities, agencies or institutions already established;
   ii) to hold, acquire, accept, solicit, receive or invest, by purchase, lease, contract, donation, legacy, gift, grant, bequest or otherwise, any kind of real or personal property, either in trust exclusively for the charitable objects of the Corporation or in absolute ownership, and to enter into and carry out agreements, contracts and undertakings incidental hereto;
   iii) to hold, manage, sell or covert any of the real or personal property from time to time owned by the Corporation and to invest and re-invest any principal in any such investments as may from time to time seem expedient to the directors of the Corporation,

to accumulate all or any part of the income of the Corporation to the extent permitted by law and to retain any real or personal property in the form in which it may be received by the Corporation for such a length of time as may be deemed best;

iv) to employ and pay such assistants, clerks, agents, representatives and employees and to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses, as may be necessary;

v) to exercise all voting rights and to authorize and direct the execution and delivery of proxies in connection with shares or obligations in any company or corporation held by the Corporation;

vi) to demand, receive, sue for, recover and compel the payment of all sums of money that may become due and payable to the Corporation and to apply said sums for the objects and purposes of the Corporation and generally to sue and be sued;

vii) to raise money for the attainment of the above objects through a lottery provided that the Corporation is authorized to do so by a licence issued pursuant to section 207(b) of the Criminal Code (Canada) as amended from time to time; and

viii) to do all other things incidental and ancillary to the attainment of the above objects.

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

Conditions

Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the Corporation. The applicants for incorporation shall automatically be made members.

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by ordinary resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Categories

Membership in the Corporation shall be divided into five categories namely Honourary, Corporate, Associate, Common and Public Transit Systems and Agencies membership

Honourary

A person may be admitted to Honourary membership in the Corporation by resolution of the directors.

Corporate

Any corporation incorporated under the laws of Canada or any of the provinces of Canada, interested in furthering the objects of the Corporation may be admitted to corporate membership.

Associate

Any agency, educational institution, foundation, society or other association interested in furthering the objects of the corporation may be admitted to associate membership.

Common

Any individual interested in furthering the objects of the Corporation may be admitted to common membership in the Corporation.

Public Transit Systems and Agencies

Any public transit system and/or agency interested in furthering the objects of the Corporation may be admitted to public transit systems and agencies membership.

Voting

Each member, except where prohibited in the by-laws, shall be entitled to one vote on each question arising at any special or general meeting of the members. Corporations, partnerships and other legal entities may vote through a duly authorized proxy.

Except where otherwise provided in the by-laws a resolution must be passed by a 3/4 majority of the votes cast by the Common and Honourary category, and a 2/3 majority of the votes cast by the Corporate, Associate and Public Transit Systems and Agencies category where the resolution relates to the following:

(i) changing the Letters Patent;

(ii) changing the by-laws;

(iii) a project or associated series of projects which would require the commitment of 75% or more of the assets of the Corporation in one fiscal year; and

(iv) the selling or transferring of title of 75% or more of the total assets of the Corporation.

Where a resolution affects the rights and obligations of a category of membership such a resolution must pass with a 3/4 majority of the votes cast by members in the affected category of membership.

10 - Additional provisions

Non-profit clause

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.

Remuneration of directors

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.

Borrowing powers

It is provided that, when authorized by 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 members duly called for considering the by-law, the directors of the Corporation may from time to time:

a) borrow money upon the credit of the Corporation;
b) limit or increase the amount to be borrowed;
c) issue debentures or other securities of the Corporation;

d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and

e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothecate, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immoveable, property of the Corporation and the undertaking and rights 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.

Additional Directors

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.

Class or group voting by members on amendments to articles

Each member, except where prohibited in the by-laws, shall be entitled to one vote on each question arising at any special or general meeting of the members. Corporations, partnerships and other legal entities may vote through a duly authorized proxy.

Except where otherwise provided in the by-laws a resolution must be passed by a 3/4 majority of the votes cast by the Common and Honourary category, and a 2/3 majority of the votes cast by the Corporate, Associate and Public Transit Systems and Agencies category where the resolution relates to the following:

(v) changing the Letters Patent;

(vi) changing the by-laws;

(vii) a project or associated series of projects which would require the commitment of 75% or more of the assets of the Corporation in one fiscal year; and

(viii) the selling or transferring of title of 75% or more of the total assets of the Corporation.

Where a resolution affects the rights and obligations of a category of membership such a resolution must pass with a 3/4 majority of the votes cast by members in the affected category of membership.

Industry Canada Industrie Canada

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

Canadian Transit Heritage Foundation / Fondation canadienne du patrimoine du transport urbain

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

Number and street name

19 Fintona Avenue

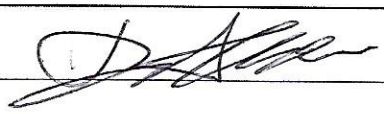
City	Province or Territory	Postal code
Toronto	Ontario	M1E 1V4

3 - Directors of the corporation *(if space available is insufficient, complete attached schedule)*

First and last name	Address *(cannot be a post office box)*
Chris Prentice (President)	19 Fintona Avenue Toronto, Ontario M1E 1V4
A (Sandy) Casey (Vice President)	90 Church Street Markham, Ontario L3P 2M4
David Onodera (Secretary)	1058 Victory Cres. Regina, Saskatchewan S4N 6X5 *
Sharon Johnson (Treasurer)	1058 Victory Cres. Regina, Saskatchewan S4N 6X5 *
Peter Newgard (Past President)	65 Centrepark Drive Gloucester (Ottawa), Ontario K1B 3C9

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: David Onodera *Phone Number:* 306-209-5230

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).

* - Mailing address for all official correspondence

Canada

Industry Canada Industrie Canada

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

1 - Corporate Name

Canadian Transit Heritage Foundation / Fondation canadienne du patrimoine du transport urbain

3 - Directors of the corporation

First and last name	Address *(cannot be a post office box)*
Paul Bateson	1911-2 Hanover Road Brampton, Ontario L6S 4H9
Jim Borland	1521 Hampshire Cres Port Credit, Ontario L5G 4P9
Peter Chatoff	4336 Poltava Cres Mississauga, Ontario L4W 3C2
Brian Kelly	1505 Freshfield Road Kamloops, British Columbia V2E 1M8
Phil Lamont	255 Southwest Cove Road Hubbards, Nova Scotia B0J 1T0
Paul Leger	11 Arlington Avenue Halifax, Nova Scotia B3N 1Z7
Gord Nevison	1104 Saddleback Way Bel Air, Maryland, USA 21014
Kevin Nicol	146-11 Queenslea Drive Hamilton, Ontario L8W 1Y7
Richard Oldfield	59 Ivory Court Bowmanville, Ontario L1C 5C1
Ted Wickson	1010-25 Widdicome Hill Blvd Toronto, Ontario M9R 1B1

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

1 - Corporate Name

Canadian Transit Heritage Foundation / Fondation canadienne du patrimoine du transport urbain

3 - Directors of the corporation

First and last name	Address *(cannot be a post office box)*
Wallace Young	325-1575 Begbie Street Victoria, British Columbia V8R 1L2
Adam Zhelka	22 Omaha Avenue Toronto, Ontario M5J 1Z8
Alan Dicion	231 Morningview Trail Toronto, Ontario M1B 5L7
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Canada

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Additional address
Optional

Most corporations do not need to provide an additional address. An additional address is only useful if you want Corporations Canada to send annual return reminder notices to an address that is different than the corporation's registered office address (e.g., when another person files the annual returns on behalf of the corporation).

1 - Corporate Name

Canadian Transit Heritage Foundation / Fondation canadienne du patrimoine du transport urbain

2 - Corporation number, if available

2 8 2 6 3 3 — 0

3 - Additional address

To the attention of

David Onodera, Secretary

Number and street name

1058 Victory Cres.

City	Province or Territory	Postal code
Regina	Saskatchewan	S4N 6X5

Please note - published mailing address of the Foundation is:

Canadian Transit Heritage Foundation
30-260 Adelaide Street East
Toronto, Ontario M5A 1N1

Canada