

**CANADIAN WHEELCHAIR BASKETBALL ASSOCIATION  
ASSOCIATION CANADIENNE DE BASKETBALL EN FAUTEUIL ROULANT**

**RESOLUTION OF THE MEMBERS  
2014 SPECIAL MEMBERS MEETING**

WHEREAS the Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the 3<sup>rd</sup> day of March, 1994 and

WHEREAS the Corporation was issued Supplementary Letters Patent on the 19<sup>th</sup> day of December, 1998;

AND WHEREAS it is considered to be in the best interests of the Corporation that it be continued under the *Canada Not-for-profit Corporations Act* (NFP Act) pursuant to section 297 of the NFP Act;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. *The Directors of the Corporation are authorized and directed to make an application under section 297 of the NFP Act to the Director appointed under the NFP Act for a Certificate of Continuance of the Corporation;*
2. *The Articles of Continuance (transition) of the Corporation, attached as Schedule 'A', are approved;*
3. *The existing Bylaws of the Corporation are repealed effective on the date that the corporation continues under the NFP Act and the new Bylaws, attached as Schedule 'B', are approved and will be effective on the same date.*
4. *Any one of the Officers or Directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the Articles of Continuance (transition), the Bylaws, the Notice of Registered Office and of Directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.*

The undersigned, being the duly elected President of the Board of Directors of the Corporation, certifies that the above is a true and correct copy of a special resolution, being a majority of not less than two-thirds of the votes cast on that resolution, passed at a meeting of members held on the 11<sup>th</sup> day of September, 2014.

Dated in Edmonton AB, this 11<sup>th</sup> day of September, 2014.

  
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Stephen Bach, President

**SCHEDULE 'A'**  
**FORM 4031**

**Articles of Continuance (transition)**

**1 CURRENT NAME OF THE CORPORATION**

Canadian Wheelchair Basketball Association | Association Canadienne de Basketball en Fauteuil Roulant

**2 IF A CHANGE OF NAME IS REQUESTED, INDICATE PROPOSED CORPORATE NAME**

Wheelchair Basketball Canada | Basketball en fauteuil roulant Canada

**3 CORPORATION NUMBER**

301141-1

**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 – 7  
Maximum – 12

**6 STATEMENT OF THE PURPOSE OF THE CORPORATION**

1. To promote excellence and develop opportunities in wheelchair basketball;
2. To support and to cooperate in the training and development of athletes, coaches and officials;
3. To coordinate national activities of member associations;
4. To catalyze the efforts of all agencies involved in the promotion and development of wheelchair basketball in Canada;
5. To manage and provide support to national teams;
6. To undertake fundraising wherever necessary to the continuation of the Corporation's programs and services;
7. To establish, undertake and administer any trusts for the furtherance of any of the purposes of the Corporation and to hold and administer any property or funds to such trusts;
8. To represent Canada's interests on all bodies and organizations concerned with wheelchair basketball nationally and internationally;
9. To act as the official governing body in Canada for international events coming under jurisdiction of the International Wheelchair Basketball Federation (IWBF);
10. To sanction international events in Canada and the participation of teams representing Canada abroad;
11. To assist in the development of the international playing rules and to promote their use; and
12. To exercise any of the rights and powers from time to time afforded by any statute to by which the Corporation is suspect or governed but only as incidental to the attainment of the aforesaid purposes of the Corporation.

7 **RESTRICTIONS ON THE ACTIVITIES THAT THE CORPORATION MAY CARRY ON, IF ANY**

None

8 **THE CLASSES, OR REGIONAL OR OTHER GROUPS, OF MEMBERS THAT THE CORPORATION IS AUTHORIZED TO ESTABLISH**

The Corporation has two classes of members: 1. Active Member Associations, and 2. Active Members. Active Member Associations each have two votes, and Active Members each have one vote. Each member is entitled to receive notice of, to attend and to vote at all meetings of the 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 liabilities, shall be distributed to one or more qualified donees within the meaning of the *Income Tax Act* (Canada), as determined by the Board of Directors.

10 **ADDITIONAL PROVISIONS, IF ANY**

The business and affairs of the Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its purposes.

The directors may appoint one director, who will hold office for a term expiring not later than the close of the next Annual Meeting of members, provided the one director does not exceed one-third of the number of directors elected at the previous Annual Meeting of members.

11 **DECLARATION**

I hereby certify that I am a director of the corporation continuing into the *Canada Not-for-profit Corporations Act*.

Signature:



Stephen Bach, President

Date:

Sept 11 / 14

Telephone:

780-412-2316

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offense 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 (Section 262(2) of the *Canada Not-for-profit Corporations Act*).