



## Certificate of Continuance

*Canada Not-for-profit Corporations Act*

## Certificat de prorogation

*Loi canadienne sur les organisations à but non  
lucratif*

Canadian Association of International Development Professionals (CAIDP)  
Regroupement des Professionnels Canadiens en Développement International  
(RPCDI)

Corporate name / Dénomination de l'organisation

289482-3

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*.

Marcie Girouard

Director / Directeur

2012-11-28

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**

Canadian Association of International Development Consultants (CAIDC)  
Regroupement des Consultants Canadiens en Développement International (RCCDI)

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

Canadian Association of International Development Professionals (CAIDP)  
Regroupement des Professionnels Canadiens en Développement International (RPCDI)

**3 Corporation number**

2 8 9 4 8 2 - 3

**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

11

Maximum number

17

**6 Statement of the purpose of the corporation**

See Schedule 1.

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

None

Aucune

**E-MAIL**

2012 -12- 04

12.22

**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 2.

**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 subsection 248(1) of the Income Tax Act.

Le reliquat des biens de l'organisation après le règlement de ses dettes sera transféré, en cas de liquidation, à un ou plusieurs donataires reconnus au sens du paragraphe 248(1) de la Loi de L'impôt sur le revenu.

**10 Additional provisions, if any**

See Schedule 3.

**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 Jean-Joseph Bellamy

Phone number (613) 254 - 8455

**E-MAIL**

2012 -12- 04



**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**  
**Additional provisions for Item 6 of Form 4031**

*English:*

CAIDP gives a voice to the concerns and interests of Canadian international development professionals. The Association's objectives are to:

- Foster excellence in international development consulting
- Promote the collective professional interests of international development professionals
- Provide a forum for members to exchange professional information and engage in professional development.

*French:*

Le RPCDI offre aux professionnels canadiens en développement international la possibilité d'exprimer leurs préoccupations et intérêts. L'association a pour objectif de:

- Encourager l'excellence en consultation pour le développement international
- Promouvoir les intérêts communs des professionnels en développement international
- Fournir aux membres un forum pour l'échange d'information sur la profession et sur le perfectionnement professionnel.

**SCHEDULE 2**  
**Additional provisions for Item 8 of Form 4031**

*English:*

The corporation is authorized to establish Class A members and Class B members as follows:

- (1) The Class A members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class A member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.
  
- (2) Except as otherwise provided by the Canada Not-for-profit Corporations Act, S.C. 2009, c.23 the Class B members shall be entitled to receive notice of and attend meetings of the members of the Corporation; but they shall not be entitled to vote at meetings of the members of the Corporation.

*French:*

L'organisation est autorisée à établir une catégorie A de membres et une catégorie B de membres comme suit:

- (1) Les membres de la catégorie A ont le droit de recevoir un avis de toutes les assemblées des membres de l'organisation et d'assister à ces assemblées. Chaque membre de la catégorie A dispose d'une (1) voix à ces assemblées, sauf dans les cas des assemblées où seuls les membres d'une autre catégorie ont le droit de voter séparément.
- (2) Sauf dans les cas prévus par la Loi canadienne sur les organisations à but non lucratif, L.C. 2009, ch.23, les membres de la catégorie B ont le droit de recevoir un avis de toutes les assemblées des membres de l'organisation, d'assister à ces assemblées mais non pas le droit de voter.

**SCHEDULE 3**  
**Additional provisions for Item 10 of Form 4031**

*English:*

1. The non-voting members of the Corporation are not entitled to vote separately as a class upon a proposal to amend the articles to:
  - (a) effect an exchange, reclassification or cancellation of all or part of the memberships of the class; or
  - (b) create a new class of members having rights equal or superior to those of the class.
2. The directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed shall not exceed one-third (1/3) of the number of directors elected at the previous annual meeting of members.

*French:*

1. Les membres de l'organisation qui ne sont pas habiles à voter n'ont pas le droit de voter séparément par catégories sur une proposition visant à modifier les statuts pour:
  - a) échanger, reclasser ou annuler en tout ou en partie des adhésions de la catégorie;
  - b) créer une nouvelle catégorie dont les adhésions confèrent des droits égaux ou supérieurs à ceux de leur catégorie
2. Le conseil d'administration peut nommer un ou plusieurs administrateurs supplémentaires pour un mandat qui expirera au plus tard à la clôture de l'assemblée annuelle suivante, à condition que le nombre total des administrateurs ainsi nommés n'excède pas le tiers (1/3) du nombre des administrateurs élus à l'assemblée annuelle précédente.

## RESOLUTION 6:

Date: November 6, 2012  
Topic: Changes to CAIDC Incorporation and bylaws  
Presented to: The Annual General and Special Meeting of the Members  
Proposed by: The CAIDC Board of Directors

### Background:

Canada has revised its legislation covering not-for-profit corporations and in order to comply with this act CAIDC is required to update its bylaws and present a special resolution passed by 2/3 of the members voting regarding the continuance of CAIDC, and the proposed new bylaws.

## SPECIAL RESOLUTION OF MEMBERS

continuing the Corporation under the provisions of the *Canada Not-for-profit Corporations Act* and authorizing the directors to apply for a Certificate of Continuance.

WHEREAS the Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the 10 day of February, 1993; and

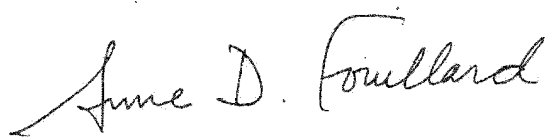
WHEREAS it is considered to be in the best interests of the Corporation that it be continued under the *Canada Not-for-profit Corporations Act* (NFP Act) pursuant to section 297 of the NFP Act;

### 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, which have been submitted to this meeting and are annexed to these minutes as Schedule A, are approved;
3. The general operating by-law of the Corporation (as amended) is repealed effective on the date that the corporation continues under the NFP Act and the new general operating by-law No.1, which has been submitted to this meeting and is annexed to these minutes as Schedule B is approved and will be effective on the same date.
4. Any one of the officers and directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance (transition), 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 appointed (Secretary) of the Corporation, certifies that the above is a true and correct copy of a special resolution of CAIDC, passed at a meeting of members held on the 6 day of November, 2012, by a majority of not less than two-thirds of the votes cast by the members of the Corporation who voted in respect of the resolution, and the resolution is in full force and effect, unamended as of the date below.

Dated: November 6, 2012 \_\_\_\_\_

A handwritten signature in cursive script that reads "Anne D. Fouillard". The signature is written in dark ink and is positioned above a horizontal line.

\_\_\_\_\_  
Anne Fouillard Secretary



## RESOLUTION 7:

Date: November 6, 2012  
Topic: Name Change  
Presented to: The Annual General and Special Meeting of the Members  
Proposed by: The CAIDC Board of Directors

### Background:

Over the past several years CAIDC has attracted increasing interest from non-profit organizations, universities, retired development workers and others involved in international development. In order to reflect the changing nature of the membership, the Board proposes that the Canadian Association of International Development Consultants change its name to the Canadian Association of International Development Professionals. As a special resolution, this must be passed by 2/3 of the members voting.

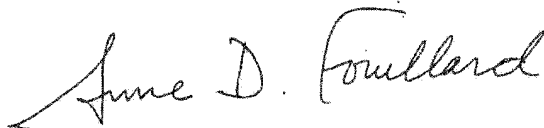
## SPECIAL RESOLUTION OF MEMBERS

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

The Canadian Association of International Development Consultants wishes to change its name and will hereafter be known as the Canadian Association of International Development Professionals.

The undersigned, being the duly appointed (Secretary) of the Corporation, certifies that the above is a true and correct copy of a special resolution of CAIDC, passed at a meeting of members held on the 6 day of November, 2012, by a majority of not less than two-thirds of the votes cast by the members of the Corporation who voted in respect of the resolution, and the resolution is in full force and effect, unamended as of the date below.

Dated November 6 2012 \_\_\_\_\_



---

Anne Fouillard Secretary

**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))

<b>1 Corporate name</b>
Canadian Association of International Development Professionals (CAIDP)

<b>2 Complete address of the registered office (cannot be a post office box)</b>		
Number and street name		
260 St. Patrick, Suite 101		
City	Province or Territory	Postal code
Ottawa	Ontario	K1N 5K5

<b>3 Directors of the corporation (if space available is insufficient, complete attached schedule)</b>	
First and last name	Address (cannot be a post office box)
Richard Beattie	41 Powel Ave. Ottawa, ON K1S 1Z9
John Lazier	15 Lawson Road Courtice, ON K1E 2K3
Jean-Joseph Bellamy	8 Thiessen Crescent Kanata, ON K2L 2M3
Anne Fouillard	963 Kingsburg Road Rose Bay, Nova Scotia B0J 2X0

<b>4 Declaration</b>	
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 _____	<div style="text-align: center; font-weight: bold; font-size: 1.2em;">E-MAIL</div> <div style="text-align: center; font-size: 1.1em;">2012-12-04</div> <div style="text-align: center; font-size: 1.5em; font-family: cursive;">12:22</div>
Print name <u>Jean-Joseph Bellamy</u>	
Phone number <u>613 254-8455</u>	
<p><b>Note:</b> 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).</p>	

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

<b>Corporate name</b>
Canadian Association of International Development Professionals (CAIDP)

<b>Directors of the corporation</b>	
First and last name	Address (cannot be a post office box)
Pamela Branch	212 Rideau Terrace, Apt. 1 Ottawa, ON K1M 0Z2
Steven Synyshyn	440-798 Richmond St West Toronto, ON M6J3P3
Keith Ogilvie	2017 Nepture Road North Saavich, B.C. V8L 5J5
Robert Francis	Box 70 Priddis, AB T0L1W0
Philip Cox	22 Sunnyhill Lane NW Calgary, AB T2N 4P3
Henry Knight	158 Armour Court Cobourg, ON K9A 4S6
Erin Palmer	383 Duval Lane Ottawa, ON K2E 2K1
Colin Turnpenny	420 Nawautin Drive Grafton, ON K0K 2G0
Evan Green	11 Roberta Cr. Nepean, ON K2J 1G5
Harley Johnson	3708, rue St-Hubert Montreal, QC H2L 4A2

**E-MAIL**  
2012-12-04  
12:22