

CANADIAN ASSOCIATION OF COUNSEL TO EMPLOYERS

SPECIAL RESOLUTION OF THE MEMBERS OF
THE CANADIAN ASSOCIATION OF COUNSEL
TO EMPLOYERS. (THE "CORPORATION"),
MADE EFFECTIVE AS OF THE 11TH DAY OF
SEPTEMBER, 2014.

WHEREAS:

- A. The Corporation was incorporated under Part II of the Canadian Corporations Act by Letters Patent dated May 21, 2004;
- B. 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; and
- C. The Corporation desires to approve the Special Resolution required to transition the Corporation under the NFP Act.

IT IS RESOLVED 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 approved by the Members at the 2013 AGM is approved and continues under the NFP Act.
- 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.

Schedule A

I 4₀ Industry Industrie
II Canada 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 ASSOCIATION OF COUNSEL TO EMPLOYERS

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

3 - Corporation number

Alberta

4,240,751-8

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

Alberta

5 - Minimum and maximum number of directors (for a fixed number, indicate the same number in both boxes)

SEE ATTACHED SCHEDULE "A"
17

17

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

+ || Industry Industrie IN Canada
I Canada **Canada Not-for-profit**
Corporations Act (NFP Act)
Form 4031
Articles of Continuance (transition)

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

SEE ATTACHED SCHEDULE "B"

9 - Statement regarding the distribution of property remaining on liquidation

It is provided that in the event of liquidation, dissolution or winding-up of the Corporation, all its remaining assets after payment of its liabilities shall be distributed to one or more qualified donees as defined under the provisions of the Income Tax Act.

10 - Additional provisions, if any

The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.

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

- a) to provide governments, courts, labour boards and other administrative tribunals with input with respect to policy and legislative reform from the perspective of lawyers acting on behalf of employers in Canada;
- (b) to speak to the Media regarding labour and employment law matters from the perspective of management;
- (c) to foster relations and exchange of information among management-side labour and employment lawyers in Canada;
- (d) to hold conferences and other educational and social events for the benefit of members;
- (e) to provide a forum for discussion and collegiality among legal advisors to employers through meetings and newsletters; and
- (f) to promote excellence in the specialized field of labour and employment law.

Schedule B

2.01 Membership Conditions

Subject to the articles, there shall be four classes of members in the Association, namely, full members, associate members, affiliate members and honorary members. The board of directors of the Association may, by resolution, approve the admission of the members of the Association. Members may also be admitted in such other manner as may be prescribed by the board by ordinary resolution. The following conditions of membership shall apply:

Full Membership

(i) Full voting membership in the Association shall be limited to:

management-side labour and employment lawyers in Canada who devote the majority of their practice to the representation of employers in labour and employment law matters, who do not generally act for trade unions or associations of employees, who are members in good standing of a law society in Canada and whose application for admission as a member has been approved by the Association; and

lawyers acting as in-house or corporate counsel, who devote a portion of their practice to labour and employment law matters on behalf of their employer, who are members in good standing of a law society in Canada, and whose application for admission as a member has been approved by the Association.

(ii) The term of membership of a full voting member shall be annual, subject to renewal in accordance with the policies of the Association.

(iii) As set out in the articles, each full voting member is entitled to receive notice of, attend and vote at all meetings of members and each such full voting member shall be entitled to one (1) vote at such meetings.

Associate Members

(i) Associate membership shall be available only to lawyers who meet the general membership requirements, but have been called to the Bar less than three (3) years, and whose application for admission as a member has been approved by the Association.

(ii) The term of membership of an associate member shall be annual, subject to renewal in accordance with the policies of the Association.

(iii) Subject to the Act and the articles, an associate member shall be entitled to

receive notice of and attend meetings of the members of the Association, but shall not be entitled to vote thereat.

Affiliate Membership

(i) Affiliate membership shall be open to management-side labour and employment

lawyers outside Canada who devote the majority of their practice to the representation of employers in labour and employment law matters, who do not generally act for trade unions or associations of employees, who are members in good standing of a law society outside of Canada and whose application for admission as a member has been approved by the Association.

(ii) The term of membership of an affiliate member shall be annual, subject to renewal in accordance with the policies of the Association.

(iii) Subject to the Act and the articles, an affiliate member shall not be entitled to receive notice of, attend or vote at a meeting of the members of the Association.

Honorary Membership

(i) Honorary membership shall be open to others upon approval by the board of directors of the Association.

(ii) The term of membership of an honorary member shall be annual, subject to renewal in accordance with the policies of the Association.

(iii) Subject to the Act and the articles, an honorary member shall not be entitled to receive notice of, attend or vote at a meeting of the members of the Association.