



## Certificate of Continuance

*Canada Not-for-profit Corporations Act*

## Certificat de prorogation

*Loi canadienne sur les organisations à but non  
lucratif*

Canadian Railroad Historical Association  
Association canadienne d'histoire ferroviaire

Corporate name / Dénomination de l'organisation

034985-2

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*.

Virginie Ethier

Director / Directeur

2014-06-18

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 Railroad Historical Association
Association canadienne d'histoire ferroviaire

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

3 - Corporation number

0 3 4 9 8 5 - 2

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

Quebec

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

Minimum number 12

Maximum number 18

6 - Statement of the purpose of the corporation

To collect, preserve, exhibit and distribute information, relics, documents and other historical matter and memorabilia relating to railways and all other means of transportation in Canada for the mutual benefit of students of Canadian transportation history.

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

None

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

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 not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

9 - Statement regarding the distribution of property remaining on liquidation

In the event the corporation is dissolved, its remaining assets after complete payment of its liabilities shall be distributed to qualified donees, as defined in subsection 248(1) of the Income Tax Act, in order of preference to museums belonging to the Government of Canada, then to the Provinces and finally to one or more Canadian registered charities having objects similar to cognate to those of the corporation.

10 - Additional provisions, if any

See Schedule A

11 - Declaration

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.

Signature: [Handwritten Signature] 2014/07/02

Print name: James Bouchard

Phone Number: (514) 484-4815

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

**Form 4031**

**Articles of Continuance (transition)**

**Canadian Railroad Historical Association**

**Schedule A**

**10- Additional provisions**

1. 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.
2. Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.
3. 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.

*Joe E. Kowalski 2014/7/02*