

RESOLUTION OF THE BOARD OF DIRECTORS
OF
THE INSTITUTE OF CULTURAL AFFAIRS INTERNATIONAL –
INSTITUT DES AFFAIRS CULTURELLES INTERNATIONALE
(the “Corporation”)

CONTINUING THE CORPORATION UNDER THE PROVISIONS OF THE CANADA NOT-FOR-PROFIT CORPORATIONS ACT AND AUTHORIZING THE CORPORATION TO APPLY TO INDUSTRY CANADA FOR A CERTIFICATE OF CONTINUANCE

WHEREAS the Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the 11th day of July, 2006;

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* (“CNCA”) pursuant to section 297 of the CNCA;

BE IT RESOLVED THAT, subject to the approval by a majority of not less than two-thirds of the votes cast by the members of the Corporation at a meeting of members of the Corporation:

1. The Corporation be and is hereby authorized and directed to make an application under section 297 of the CNCA to the Director appointed under the CNCA 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 hereto as Schedule “A”, are approved;
3. The general operating by-law of the Corporation is repealed effective on the date that the Corporation continues under the CNCA and the new general operating by-law No. 1 which has been submitted to this meeting and is annexed hereto as Schedule “B” is approved and will be effective on the same date;
4. Any one of the officers and directors of the Corporation be and is hereby 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, with such additions, deletions or other changes as required by Industry Canada or any other federal or provincial regulator, which are necessary or desirable for the implementation of this resolution.

The undersigned, being the duly appointed Chair of the Corporation, certifies that the above is a true and correct copy of a resolution of the board of directors of The Institute of Cultural Affairs International – Institut des Affaires Culturelles International, passed on the 10th day of January, 2014 by a majority of not less than 50% plus 1 of the votes cast

by the directors 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 the __ 10th __ day of _____ January _____, 2014 _____.

A handwritten signature in black ink, appearing to read "M Gilbraith", is written on a light gray rectangular background.

MARTIN GILBRAITH – Chair

**SPECIAL RESOLUTION OF THE MEMBERS
OF
THE INSTITUTE OF CULTURAL AFFAIRS INTERNATIONAL –
INSTITUT DES AFFAIRS CULTURELLES INTERNATIONALE**

(the “Corporation”)

**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 11th day of July, 2006;

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* (“CNCA”) pursuant to section 297 of the CNCA;

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 CNCA to the Director appointed under the CNCA 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 hereto as Schedule “A”, are approved;
3. The general operating by-law of the Corporation is repealed effective on the date that the Corporation continues under the CNCA and the new general operating by-law No. 1 which has been submitted to this meeting and is annexed hereto 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, with such additions, deletions or other changes as required by Industry Canada or any other federal or provincial regulator, 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 The Institute of Cultural Affairs International – Institut des Affaires Culturelles International, passed at a meeting of members held on the ___10th___ day of ___February_____, 2014___, 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 the __10th__ day of __February_____. 2014_____.

STACI KENTISH - Secretary



Canada Not-for-profit

Articles of Incorporation

To be used only for a continuation

1 - Current name of the corporation

THE INCORPORATION OF CUMULATIVE VOTING RIGHTS

number

4 — 9

territory in Canada where the

maximum number of directors

number



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

The Corporation is authorized to establish two classes of members, namely Class A members and Class B members. Each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings. Each Class B non-voting member 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

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.

10 - Additional provisions, if any

Please see attached Schedule "B".

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: STACI KENTISH Phone Number: (416) 686-8594

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).