



## Certificate of Continuance

*Canada Not-for-profit Corporations Act*

## Certificat de prorogation

*Loi canadienne sur les organisations à but non  
lucratif*

CANADIAN OLYMPIC COMMITTEE  
COMITÉ OLYMPIQUE CANADIEN

Corporate name / Dénomination de l'organisation

034891-1

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

2014-02-06

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 OLYMPIC COMMITTEE/COMITÉ OLYMPIQUE CANADIEN

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

3 - Corporation number

0, 3, 4, 8, 9, 1, -, 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 number

3

Maximum number

22

6 - Statement of the purpose of the corporation

The attached Schedule "A" is incorporated into and forms part of the Articles of Continuance.

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

None.

E-MAIL

2014-02-06

12:22

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 attached Schedule "B" is incorporated into and forms part of the Articles of Continuance.

9 - Statement regarding the distribution of property remaining on liquidation

See attached schedule "A".

10 - Additional provisions, if any

See attached 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]

Print name:

JOLAN B. STARON

Phone Number:

403 462 1908

LEGAL COUNSEL

\*(916) 708 9263

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).

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Canada

## SCHEDULE "A"

### THIS IS SCHEDULE "A" REFERRED TO IN THE FOREGOING ARTICLES OF CANADIAN OLYMPIC COMMITTEE/COMITÉ OLYMPIQUE CANADIEN (the "Corporation")

#### I. MANDATE OF THE CORPORATION

- the Corporation is the national Olympic committee ("NOC") of Canada recognized as such by the International Olympic Committee ("IOC") and in this capacity belongs to the Olympic Movement.
- the Corporation is obliged by the Olympic Charter approved by the International Olympic Committee, as amended from time to time, to send and enter athletes in the Olympic Games (of the summer sports) and the Olympic Winter Games (collectively, the Olympic Games and the Olympic Winter Games referred to as the "Games").
- the Corporation has the exclusive authority for the representation by Canada at the Games, the Youth Olympic Games and the Youth Olympic Winter Games (collectively, the Youth Olympic Games and the Youth Olympic Winter Games referred to as the "Youth Games") and the Pan American Games.

#### II. MISSION OF THE CORPORATION

1. The mission of the Corporation is to develop and protect the Olympic Movement in Canada, in accordance with the Olympic Charter. To fulfill its mission, the Corporation promotes peace, promotes gender equity in sport, promotes sport ethics, fights against doping and demonstrates a responsible concern for environmental issues by taking actions:
  - to arouse and maintain the interest of the people of Canada in, and to obtain their support of, creditable and sportsmanlike participation and representation of Canada in the Games, Youth Games and the Pan American Games;
  - to develop and protect the Olympic Movement and sport in Canada and to establish and operate programmes in furtherance thereof;
  - to stimulate the interest of the people, particularly of the youth of Canada, in healthful, physical, moral and cultural education through sportsmanlike participation in competitions in accordance with the rules of the sport;
  - to propagate the fundamental principles of Olympism within the framework of sports activity and otherwise contribute, among other things, to the diffusion of Olympism in the teaching programmes of physical education and sport in schools and university establishments and, in this regard, assist in the training of sports administrators;
  - to see to the creation of institutions which devote themselves to Olympic education, and to encourage and promote the establishment and activities of National Olympic Academies, Olympic Museums and cultural programmes related to the Olympic Movement;
  - to exercise exclusive jurisdiction, either directly or through its constituent members or committees, over all matters pertaining to the participation of Canada in the Games, Youth Games, the Pan American Games, and any other regional, continental or world multi-sports competitions patronized by the IOC, including the representation of Canada

in such Games, and over the organization of the Games, the Youth Games, the Pan American Games, and any other regional, continental or world multi-sports competitions patronized by the IOC, when celebrated in Canada; and, in furtherance of such participation and organizing activities, to comply with and enforce the governing rules, regulations and by-laws of the IOC relating thereto;

- to constitute, organize and lead the Canadian delegation at the Games, Youth Games, Pan American Games, and at regional, continental, or world multi-sports competitions patronized by the IOC, and in furtherance thereof to select and obtain for Canada the most competent representation possible in the competitions and events of the Games, Youth Games, and of the Pan American Games;
- to provide financial assistance, as the Corporation may in its sole discretion determine, to such entities or persons, as the Corporation deems appropriate, in the development and selection of competitors for the Games, Youth Games and the Pan American Games;
- to ensure the observance of the Olympic Charter and IOC Code of Ethics in Canada;
- to take action against any form of discrimination (defined by the Olympic Charter as discrimination on grounds of race, religion, politics, sex or otherwise) and violence in sport;
- to adopt and implement the World Anti-Doping Code adopted by the IOC, thereby ensuring that the Corporation's anti-doping policies and rules, membership and funding requirements and results management procedures conform with the World Anti-Doping Code and respect all the roles and responsibilities for NOC's that are listed within the World Anti-Doping Code;
- to work to maintain harmonious and cooperative relations with appropriate governmental bodies, always ensuring however that the Corporation preserves its autonomy and resists pressures of any kind, including those of a political, religious or economic nature, that may prevent it from complying with the Olympic Charter;
- to designate which city, if any, may apply to organize Games, Youth Games or Pan American Games in Canada; and
- to seek and accept donations, gifts, legacies and devises in furtherance of its corporate purposes.

### **III. MEETING OF MEMBERS OUTSIDE CANADA**

1. A meeting of the members may be held outside of Canada at the place determined from time to time by the directors.

### **IV. LIEN ON MEMBERSHIPS**

1. The Corporation shall have a lien on a membership registered in the name of a member or the member's personal representative for a debt of such member to the Corporation, including in respect of annual contributions or annual dues payable to the Corporation. The Corporation may enforce such lien in accordance with the by-laws of the Corporation.

### **V. DISTRIBUTION OF ASSETS ON DISSOLUTION OF THE CORPORATION**

1. Subject to the sentence which follows, any property remaining on dissolution of the Corporation shall be distributed to one or more "qualified donees", as defined in subsection 248(1) of the

*Income Tax Act*, as amended from time to time. If a person has transferred property to a Corporation subject to the condition that it be returned on the dissolution of the Corporation, the liquidator shall transfer such property to such person.

## VI. OTHER MATTERS

1. Subject to the sentence which follows, no part of the Corporation's profits or of its property or accretions to the value of such property may be distributed, directly or indirectly, to a member, a director or an officer of the Corporation except in furtherance of its activities or as otherwise permitted by the Act. If a member is an entity that is authorized to carry on activities on behalf of the Corporation, the Corporation may distribute any of its money or other property to the member to carry on those activities.
2. If the Corporation is deemed to be a "soliciting Corporation" under the Act, at all times at least two (2) of the directors of the Corporation must not be officers or employees of the Corporation or its affiliates.
3. The directors of the Corporation may appoint one or more additional directors to hold office for a term not later than the close of the next Annual Session (as defined in the Corporation's By-Laws) of members, but the total number of additional directors so appointed shall not at any time exceed one-third (1/3) of the number of directors elected at the previous annual meeting of members. The precise number of directors to be appointed in this manner may be fixed by ordinary resolution of the members.
4. Class C Members and Class D Members of the Corporation shall not be entitled to vote separately as a class on a proposal to make an amendment referred to in Section 199(1) of the Act to (i) effect an exchange, reclassification or cancellation of all or part of the memberships of the class or (ii) create a new class of members having rights equal or superior to those of the class.
5. Other than the Class A Members, Class C Members, Class D Members, and members of the Board of Directors at the time of a meeting of the members, no other members of a class of the Corporation or participants may vote on a matter relating to the Games that is placed before an annual meeting or special meeting of members. The Class C Members and Class D Members will only be permitted to vote on matters relating to the Games if the Corporation has requested that the votes of the members of these Classes be included in voting on such matters and the International Olympic Committee executive body has granted the approval required pursuant to the terms of the Olympic Charter.
6. The Class A Memberships shall at all times represent a majority of the memberships issued and outstanding in the Corporation.

**SCHEDULE "B"**

**THIS IS SCHEDULE "B" REFERRED TO  
IN THE FOREGOING ARTICLES OF  
CANADIAN OLYMPIC COMMITTEE/COMITÉ OLYMPIQUE CANADIEN (the "Corporation")**

The Corporation is authorized to issue an unlimited number of Class A Memberships, Class B Memberships, Class C Memberships and Class D Memberships. The by-laws of the Corporation shall provide (i) the conditions for membership in each class, (ii) the manner of withdrawing from a class or transferring membership to another class and any conditions of transfer, and (iii) the conditions on which membership in a class ends.

**I. CLASS A MEMBERSHIPS (OLYMPIC MEMBERSHIPS)**

The rights, privileges, restrictions and conditions attaching to the Class A Memberships shall be as follows:

**1. Voting**

1.1 Holders of Class A Memberships shall be entitled to receive notice of and to attend and vote at all Sessions of members of the Corporation except meetings of holders of another class of Members. Each Class A Membership shall entitle the registered holder thereof to one (1) vote.

**2. Election of Directors**

2.1 Subject to the rights of the holders of Class C Memberships and holders of Class D Memberships set out in these Articles to vote separately as a class for certain directors, holders of Class A Memberships, shall have the right to elect, along with the holders of all other classes of membership, all other directors of the Corporation, in accordance with the by-laws of the Corporation.

**II. CLASS B MEMBERSHIPS (GENERAL MEMBERSHIPS)**

The rights, privileges, restrictions and conditions attaching to the Class B Memberships shall be as follows:

**1. Voting**

1.1 Holders of Class B Memberships shall be entitled to attend and vote at all Sessions of members of the Corporation except meetings of holders of another class of Members. Each Class B Member shall be entitled to one (1) vote.

**2. Election of Directors**

2.1 Subject to the rights of the holders of Class C Memberships and holders of Class D Memberships set out in these Articles to vote separately as a class for certain directors, holders of Class B Memberships, shall have the right to elect, along with the holders of all other classes of membership, all other directors of the Corporation, in accordance with the by-laws of the Corporation.

### **III. CLASS C MEMBERSHIPS (IOC MEMBERSHIPS)**

The rights, privileges, restrictions and conditions attaching to the Class C Memberships shall be as follows:

#### **1. Voting**

- 1.1 Holders of Class C Memberships shall be entitled to receive notice of and to attend and vote at all Sessions of members of the Corporation except for another class of Members. Each Class C Membership shall entitle the registered holder thereof to one (1) vote.

#### **2. Election of Directors**

- 2.1 Holders of Class C Memberships shall be entitled to vote separately as a class to elect, in accordance with the by-laws of the Corporation, not less than such number of directors of the Corporation as equals the number of Individuals holding membership in Class C to the board of directors of the Corporation.
- 2.2 Additionally, the holders of Class C Memberships are entitled to vote for the election of all other directors of the Corporation.

### **IV. CLASS D MEMBERSHIPS (ATHLETES' COMMISSION MEMBERSHIPS)**

The rights, privileges, restrictions and conditions attaching to the Class D Memberships shall be as follows:

#### **1. Voting**

- 1.1 Subject to the Act, holders of Class D Memberships shall be entitled to attend and vote at all Sessions of members of the Corporation except for another class of Members. Each Class C Membership shall entitle the registered holder thereof to one (1) vote.

#### **2. Election of Directors**

- 2.1 Holders of Class D Memberships shall be entitled to vote separately as a class to elect, in accordance with the by-laws of the Corporation, two (2) directors to the board of directors of the Corporation.
- 2.2 Additionally, the holders of Class D Memberships are entitled to vote for the election of all other directors of the Corporation.