



Certificate of Incorporation

Canada Not-for-profit Corporations Act

Certificat de constitution

*Loi canadienne sur les organisations à but non
lucratif*

Access to Memory (AtoM) Foundation
Fondation Access to Memory (AtoM)

Corporate name / Dénomination de l'organisation

1075337-8

Corporation number / Numéro de
l'organisation

I HEREBY CERTIFY that the above-named
corporation, the articles of incorporation of which
are attached, is incorporated under the *Canada
Not-for-profit Corporations Act*.

JE CERTIFIE que l'organisation susmentionnée,
dont les statuts constitutifs sont joints, est
constituée en vertu de la *Loi canadienne sur les
organisations à but non lucratif*.

Virginie Ethier

Director / Directeur

2018-04-26

Date of Incorporation (YYYY-MM-DD)
Date de constitution (AAAA-MM-JJ)



Form 4001
Articles of Incorporation
Canada Not-for-profit Corporations
Act (NFP Act)

Formulaire 4001
Statuts constitutifs
Loi canadienne sur les
organisations à but non lucratif
(Loi BNL)

- 1 Corporate name
Dénomination de l'organisation
Access to Memory (AtoM) Foundation
Fondation Access to Memory (AtoM)
- 2 The province or territory in Canada where the registered office is situated
La province ou le territoire au Canada où est maintenu le siège
BC
- 3 Minimum and maximum number of directors
Nombres minimal et maximal d'administrateurs
Min. 3 Max. 9
- 4 Statement of the purpose of the corporation
Déclaration d'intention de l'organisation
See attached schedule / Voir l'annexe ci-jointe
- 5 Restrictions on the activities that the corporation may carry on, if any
Limites imposées aux activités de l'organisation, le cas échéant
None
- 6 The classes, or regional or other groups, of members that the corporation is authorized to establish
Les catégories, groupes régionaux ou autres groupes de membres que l'organisation est autorisée à établir
See attached schedule / Voir l'annexe ci-jointe
- 7 Statement regarding the distribution of property remaining on liquidation
Déclaration relative à la répartition du reliquat des biens lors de la liquidation
See attached schedule / Voir l'annexe ci-jointe
- 8 Additional provisions, if any
Dispositions supplémentaires, le cas échéant
See attached schedule / Voir l'annexe ci-jointe
- 9 **Declaration:** I hereby certify that I am an incorporator of the corporation.
Déclaration : J'atteste que je suis un fondateur de l'organisation.

Name(s) - Nom(s)

Original Signed by - Original signé par

Magellan Management Ltd.

Karen Fruitman

Karen Fruitman

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).

La personne qui fait une déclaration fautive ou trompeuse, ou qui aide une personne à faire une telle déclaration, commet une infraction et encourt, sur déclaration de culpabilité par procédure sommaire, une amende maximale de 5 000 \$ et un emprisonnement maximal de six mois ou l'une de ces peines (paragraphe 262(2) de la Loi BNL).

You are providing information required by the NFP Act. Note that both the NFP Act and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la Loi BNL. Il est à noter que la Loi BNL et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Schedule / Annexe

Purpose Of Corporation / Déclaration d'intention de l'organisation

To oversee and support the development, sustainability and adoption of Access to Memory (AtoM) as a multilingual, multi-repository open source application for standards-based archival description and access.

Schedule A to the Articles of Incorporation for
Access to Memory Foundation

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

The corporation is authorized to establish Institutional Members and Individual Members as follows:

The Institutional Members shall be entitled to receive notice of, attend and vote at all meetings of members, and each Institutional Member shall be entitled to one (1) vote at such meetings except for meetings at which only members of another class are entitled to vote separately as a class.

Except as otherwise provided by the Canada Not-for-profit Corporations Act, S.C. 2009, c.23, the Individual Members shall not be entitled to receive notice of, attend or vote at any meeting of members of the Corporation.

Schedule / Annexe

Distribution of Property on Liquidation / Répartition du reliquat des biens lors de la liquidation

Any property remaining on liquidation after the discharge of any liabilities of the corporation, other than property referred to in section 234, shall be distributed to one or more qualified donees, within the meaning of subsection 248(1) of the Income Tax Act.

Schedule B to the Articles of Incorporation for
Access to Memory Foundation

8 - Additional provisions, if any

1. Class or Group Voting by Members on Amendments To Articles

The Individual Members shall not be entitled to vote separately as a class or group on an amendment, or proposal to make an amendment, to:

- (a) effect an exchange, reclassification or cancellation of all or part of the memberships of such class; or
- (b) create a new class or group of members having rights equal or superior to those of the Individual Members.

2. Additional Directors

The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual general meeting of members