

# Canadian Association for Photographic Art Amended Articles of Incorporation

To be filed online using form 4004 – Amended Articles

## 1a - Corporate name

Canadian Association for Photographic Art

## 1b - Corporate name in the other official language (if applicable)

L'association canadienne d'art photographique

## 2 - Corporation number

053056-5

## 3 The province or territory in Canada where the registered office is situated

The Corporation shall operate from an office located in the province of British Columbia with a postal address of:

CAPA Head Office  
PO Box 231  
Salmon Arm, BC V1E 4N3

## 4 Minimum and maximum number of directors

Minimum number: 13

Maximum number: 17

## 5 Statement of purpose of the corporation

The purpose of the Corporation, as set forth in the Corporation's "Supplementary Letters Patent" dated August 13<sup>th</sup>, 1997 and recorded August 25<sup>th</sup>, 1997, are as follows:

1. To promote the art and science of photography in all its forms throughout Canada and the world and to further public interest therein.
2. To encourage and promote participation by its members in photographic

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exhibitions, circuits, competitions and like endeavors on regional, national, and international level.

3. To promote the organization and encourage the affiliation of camera clubs, councils, and similar groups.
4. To promote international, national, and regional exhibitions of photography.
5. To compile and disseminate information relating to photography in all its forms for the use and benefit of the individual members and the Corporation's affiliated or associated groups.
6. To publish a photographic publication.
7. To promote and sustain friendly relationships among all photographic organizations throughout the world.
8. To receive monies, whether as membership fees, contributions, gifts, donations or otherwise, and to expend same for the advancement of the Corporation and its objects.
9. To do generally all things that are conducive or incidental to the above objects.

### 6 - Restrictions on the activities that the Corporation may carry on, if any:

1. The Corporation shall be governed by the Board of Directors (the "Board"), which shall have all the rights, powers, privileges, and limitations of liability of directors of a not-for-profit corporation under the Canada Not-for-Profit Corporations Act (S.C. - Statutes of Canada, 2009, c. 23, as current to 2023-01-25 and as amended from time to time by the Parliament of Canada).
2. The Board shall establish the bylaws, procedural guidelines, strategic and operational management plan(s), budget, policies, and directives governing all the business, programs, and services of the Corporation, and is collectively responsible to see that its bylaws, procedural guidelines, strategic and operational management plan(s), budgets, policies, and directives are appropriately implemented and managed.
3. The Board may, by approved motion of 2/3rds of the Directors, delegate to respective individual Directors and Corporation staff, subject to the provisions of the Corporation's Articles of Continuance and the Bylaws, some authorities, and responsibilities in and for

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the operational management of the designated business, services, and programs. These delegated authorities and responsibilities shall at all times be subject to the Board's collective responsibility to examine, discuss, review, evaluate, approve, amend, and/or disallow any and all plans, budgets, policies, and directives governing each of the specified business, services, and programs, as may be recommended to the Board by the Directors in receipt of such delegation, and/or other Director(s) of the Board.

## 7 - The Classes, or regional or other groups, of members that the corporation is authorized to establish

All membership classes as defined within the organization By-laws are considered with equal rights.

## 8 - Statement regarding the distribution of property remaining on liquidation.

Dissolution of this Corporation, if necessary, shall be carried out as approved with a general meeting and vote of the organization. All remaining assets after payment of debts are to be distributed to one or more charitable photographic organizations in Canada and done in accordance with provisions of the laws of Canada under which this Corporation is incorporated.

## 9 - Additional provisions, if any

### Non-Profit Consideration

The corporation shall be carried on without financial gain for its members, and any profits or other accretions to the corporation shall be used in furtherance of its purpose.

### Director Remuneration

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 performing his or her duties.

## 10 - Declaration

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I hereby certify that I am a director or authorized officer of the corporation.

Signature: \_\_\_\_\_

Print name: \_\_\_\_\_ Telephone number: \_\_\_\_\_

DRAFT