



Canada
Corporations Act

Loi sur les
corporations canadiennes

C A N A D A

LETTERS PATENT

WHEREAS an application has been filed to incorporate a corporation under the name

THE CANADIAN MARITIME LAW ASSOCIATION
L'ASSOCIATION CANADIENNE DE DROIT MARITIME

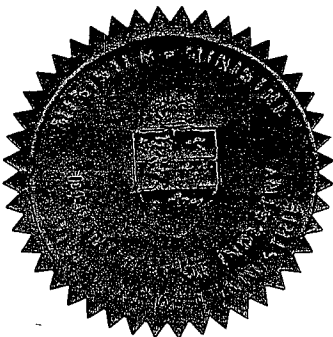
THEREFORE the Minister of Industry by virtue of the powers vested in him by the *Canada Corporations Act*, constitutes the applicants and such persons as may hereafter become members in the corporation hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy of the said application is attached hereto and forms part hereof.

Date of Letters Patent - January 22, 2003

GIVEN under the seal of office of the Minister of Industry.

for the Minister of Industry

File Number: 413969-1



**APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT
SHARE CAPITAL UNDER PART II OF THE CANADA CORPORATIONS ACT**

To the Minister of Industry

I

The undersigned hereby apply to the Minister of Industry for the grant of a charter by letters patent under the provisions of Part II of the *Canada Corporations Act* constituting the undersigned, and such others as may become members of the Corporation thereby created, a body corporate and politic under the name of

**THE CANADIAN MARITIME LAW ASSOCIATION
L'ASSOCIATION CANADIENNE DE DROIT MARITIME**

The undersigned have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same or similar to the name under which any other company, society, association or firm in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof or so nearly resembles the same as to be calculated to deceive and that it is not a name which is otherwise on public grounds objectionable.

II

The applicants are individuals of the full age of eighteen years with power under law to contract. The name, the address and the occupation of each of the applicants are as follows:

NAME:

Sean Harrington
1000 de la Gauchetière
Suite 900
Montreal, Quebec
H3B 5H4

OCCUPATION:

Lawyer

NAME:

Peter Cullen
1155, Blvd. René-Levesque W.

Suite 4000
Montreal, Quebec
H3B 3V2

OCCUPATION

Lawyer

NAME:

Danièle Dion
2020 University
Suite 444
Montreal, Quebec
H3A 2A5

OCCUPATION:

Lawyer

The applicants will be the first directors of the Corporation. The other directors of the Corporation all of whom have consented to be directors will be:

Nigel Frawley

James Gould, Q.C.

Michael Bird

James Thompson

Jeremy Bolger

William Moreira, Q.C.

Richard Desgagnes

Rui Fernandes

Christopher Giaschi

Norman Letalik

Robert Jette

John O'Connor

Douglas Schmitt

William Tetley, Q.C.

Douglas McRae

Tony Young

Donald Morrison

Anthony Brain

Simon Barker

Richard LeHir

III

The objects of the corporation are:

(a) To promote the study and the advancement of maritime law and its administration in Canada;

(b) To promote and to consider with other associations proposals for the unification of the maritime law and practice of different nations;

(c) To afford opportunities for the discussion and consideration of matters of interest to members of the Association and to undertake or to assist in the preparation and promotion of agreements and arrangements in respect of such matters;

(d) To do all such other lawful things as are incidental to or conducive to the attainment of the above objects or of any of them.

IV

The operations of the corporation may be carried on throughout Canada and elsewhere.

V

The place within Canada where the head office of the corporation is to be situated in the City of Montreal, Quebec.

VI

It is specially provided that in the event of dissolution or winding-up of the corporation all its remaining assets after payment of its liabilities shall be distributed rateably to the members

VII

In accordance with Section 65 of the Canada Corporations Act, it is provided that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a special general meeting of members duly called for considering the by-law, the directors of the corporation may from time to time

- a) borrow money upon the credit of the corporation;
- b) limit or increase the amount to be borrowed;
- c) issue debentures or other securities of the corporation;
- d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and,
- e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

VIII

The by-laws of the corporation shall be those filed with the application for letters patent until repealed, amended, altered or added to.

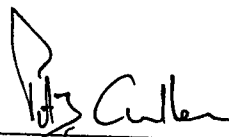
IX

The corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the corporation are to be used in promoting its objects.


Dated at the City of Montreal in the Province of Quebec this 17th day of December 2002



Sean Harrington



Peter Cullen



Danièle Dion

**** RECEIPT ****

INDUSTRY CDA / INDUSTRIE CDA
CORP. DIR. / DIR. GEN. DES CORP.
365 LAURIER WEST / OUEST
TOUR JEAN EDMONDS TOWER SOUTH / SUD
9TH / 9IEME, OTTAWA, ON. K1A 0C8

22-Jan-2003 10:39 CYRL

BATCH: 1190 TRAN: 77782
RECEIPT ISSUED / RECEIPT ISSUED:

CANADIAN MARITIME LAW ASS.

4139691 LP
KC338 1 @ \$200.00 \$200.00

TOTAL \$200.00 TOTAL

CHEQUE \$200.00 CHEQUE
NUMBER 007 NUMERO

CHG.DUE \$0.00 MONNAIE



Corporations Directorate
9th floor
Jean Edmonds Towers South
365 Laurier Avenue West
Ottawa, Ontario K1A 0C8

Direction générale des Corporations
9^e étage
Tour Jean Edmonds sud
365, avenue Laurier ouest
Ottawa (Ontario) K1A 0C8

February 7, 2003

Your file Votre référence

Our file Notre référence

413969-1

Mr. David G. Colford
Brisset Bishop
Barristers & Solicitors
2020 University St.
Suite 444
Montreal, Quebec
H3A 2A5

Re - Objet:

THE CANADIAN MARITIME LAW ASSOCIATION
L'ASSOCIATION CANADIENNE DE DROIT MARITIME

Enclosed herewith, is the document issued in the above matter.

Vous trouverez ci-inclus le document émis dans l'affaire précitée.

A notice of issuance of CBCA documents will be published in the *Canada Corporations Bulletin*. A notice of issuance of CCA documents will be published in the *Canada Corporations Bulletin* and the *Canada Gazette*.

Un avis de l'émission de documents en vertu de la LCSA sera publié dans le *Bulletin des sociétés canadiennes*. Un avis de l'émission de documents en vertu de la LCC sera publié dans le *Bulletin des sociétés canadiennes* et dans la *Gazette du Canada*.

IF A NAME OR CHANGE OF NAME IS INVOLVED, THE FOLLOWING CAUTION SHOULD BE OBSERVED:

S'IL EST QUESTION D'UNE DÉNOMINATION SOCIALE OU D'UN CHANGEMENT DE DÉNOMINATION SOCIALE, L'AVERTISSEMENT SUIVANT DOIT ÊTRE RESPECTÉ:

This name is available for use as a corporate name subject to and conditional upon the applicants assuming full responsibility for any risk of confusion with existing business names and trade marks (including those set out in the relevant NUANS search reports(s)). Acceptance of such responsibility will comprise an obligation to change the name to a dissimilar one in the event that representations are made and established that confusion is likely to occur. The use of any name granted is subject to the laws of the jurisdiction where the company carries on business.

Cette dénomination sociale est disponible en autant que les requérants assument toute responsabilité de risque de confusion avec toutes dénominations commerciales et toutes marques de commerce existantes (y compris celles qui sont citées dans le(s) rapport(s) de recherches NUANS pertinent(s)). Cette acceptation de responsabilité comprend l'obligation de changer la dénomination de la société en une dénomination différente advenant le cas où des représentations sont faites établissant qu'il y a une probabilité de confusion. L'utilisation de tout nom octroyé est sujette à toute loi de la juridiction où la société exploite son entreprise.

For the Director, Corporations Directorate
pour le directeur, Direction générale des corporations