



## Certificate of Incorporation

*Canada Not-for-profit Corporations Act*

## Certificat de constitution

*Loi canadienne sur les organisations à but non  
lucratif*

Canadian Independent Booksellers Association

Corporate name / Dénomination de l'organisation

1215192-8

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*.

Raymond Edwards

Director / Directeur

2020-06-23

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  
**Canadian Independent Booksellers Association**
- 
- 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  
**ON**
- 
- 3 Minimum and maximum number of directors  
Nombres minimal et maximal d'administrateurs  
**Min. 7      Max. 11**
- 
- 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

**Douglas Minett**

**Douglas Minett**

**Douglas Minett**

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**

- a. serving as the voice of Canadian independent booksellers and advocating on their behalf
- b. serving as the national representative for Canadian independent booksellers and receiving and sending communication on their behalf
- c. providing Canadian independent booksellers with access to the information and services they require
- d. providing opportunities for book industry peer interaction
- e. promoting policies and conducting activities for the betterment of all those individuals, organizations, and firms involved in the Canadian independent bookselling sector

**Schedule / Annexe**  
**Classes of Members / Catégories de membres**

- a. Full Member (Canadian Independent Bookseller):
  - i. Mandatory Eligibility/Requirements:
    - 1. Operate 1-10 active retail bookstores locations in Canada open to the public
    - 2. Pay dues subject to a fee schedule and verification policies established by the board of directors
  - ii. Full Members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and shall have one (1) vote per organization for their designated representative at each such meeting.
- b. Affiliate Member (bookseller associations):
  - i. Mandatory Eligibility/Requirements:
    - 1. Canadian regional bookseller association
    - 2. Canadian specialty bookseller association
    - 3. Pay dues subject to a fee schedule and verification policies established by the board of directors
  - ii. Except as otherwise provided by the Canada Not-for-profit Corporations Act, S.C. 2009, c.23 the Affiliate members shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.
- c. Associate Member:
  - i. Membership Eligibility/Requirements:
    - 1. Book industry NGO
    - 2. Book industry professional
    - 3. Book industry organization in sales/marketing/distribution
    - 4. Book publisher
    - 5. Book author
    - 6. Pay dues subject to a fee schedule and verification policies established by the board of directors
  - ii. Except as otherwise provided by the Canada Not-for-profit Corporations Act, S.C. 2009, c.23 the Associate members shall not be entitled to receive notice of, attend or vote at meetings of the 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 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.

**Schedule / Annexe**  
**Additional Provisions / Dispositions supplémentaires**

- a. The directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed shall not exceed one-third (1/3) of the number of directors elected at the previous annual meeting of members.



**Form 4002                                      Formulaire 4002**  
**Initial Registered Office Address      Adresse initiale du siège et**  
**and First Board of Directors          premier conseil d'administration**  
*Canada Not-for-profit Corporations Act      Loi canadienne sur les organisations à*  
*(NFP Act)    but non lucratif (Loi BNL)*

- 
- 1 Corporate name  
Dénomination de l'organisation  
  
**Canadian Independent Booksellers Association**
- 
- 2 Complete address of the registered office  
Adresse complète du siège  
  
**188 Dublin Street North  
Guelph ON N1H 4P2**
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- 3 Additional address  
Autre adresse
- 
- 4 Directors of the corporation  
Administrateurs de l'organisation  
**See attached schedule / Voir l'annexe ci-jointe**
- 
- 5 Declaration: I hereby certify that I am an incorporator of the new corporation or that I am a director or an authorized officer of the corporation continuing into or amalgamating under the NFP Act.  
Déclaration : J'atteste que je suis un fondateur de la nouvelle organisation ou que je suis un administrateur ou un dirigeant autorisé de l'organisation se prorogeant ou se fusionnant en vertu de la Loi BNL.

Original signed by / Original signé par  
Douglas Minett

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**Douglas Minett  
519-823-3987**

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## Schedule / Annexe

### Directors of the corporation / Administrateurs de l'organisation

Douglas Minett	188 Dublin Street North, Guelph ON N1H 4P2, Canada
Ben Minett	41 Quebec Street, Guelph ON N1H 2T1, Canada
Jessica Walker	1108 Government Street, Victoria BC V8W 1Y2, Canada
Michael Neill	411 Bernard Avenue, Kelowna BC V1Y 6N8, Canada
Shelly Macbeth	62 Brock Street West, Uxbridge ON L9P 1P3, Canada
Heather Kuipers	991 Kingston Road, Toronto ON M4E 1T3, Canada
Cathy Jesson	10153 King George Boulevard, Surrey BC V3T 2W1, Canada
Chris Hall	1120 Grant Avenue, Winnipeg MB R3M 2A6, Canada
Lori Cheverie	172 Queen Street, Charlottetown PE C1A 4B5, Canada
Susan Chamberlain	500 Exmouth Street, Sarnia ON N7T 5P4, Canada