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LETTERS PATENT

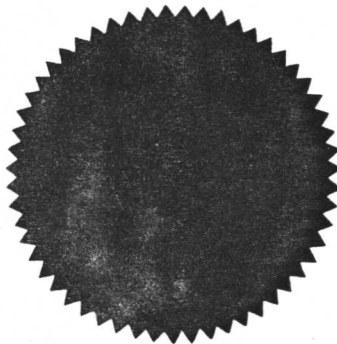
WHEREAS an application has been filed to incorporate a corporation under the name

CANADIAN ENVIRONMENTAL LAW ASSOCIATION
L'ASSOCIATION CANADIENNE DU DROIT DE L'ENVIRONNEMENT

THEREFORE the Minister of Consumer and Corporate Affairs 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 - September 28, 1981.

GIVEN under seal of office of the Minister of Consumer and Corporate Affairs.



for the Minister of Consumer
and Corporate Affairs

RECORDED 20th January, 1982

Film 475 Document 43

Deputy Registrar General of Canada.

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

To the Minister of Consumer and Corporate Affairs of Canada

I

The undersigned hereby apply to the Minister of Consumer and Corporate Affairs 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 CANADIAN ENVIRONMENTAL LAW ASSOCIATION/L'ASSOCIATION CANADIENNE DU DROIT DE L'ENVIRONNEMENT.

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 except that of Canadian Environmental Law Research Foundation which has signified its consent to the use of the said name and that it is not a name which is otherwise on public grounds objectionable.

II

The applicants are individuals of the full age of twenty-one years with power under law to contract. The name, the place of residence and the calling of

each of the applicants are as follows:

DOUGLAS G. EDWARD 8 Albert Street
Georgetown, Ontario.
L7G 2A9
Lawyer

PHILIP SANFORD 72 MacLean Avenue
Toronto, Ontario.
M4E 3A2
Lawyer

ROBERT K. TIMBERG 40 Meadowvale Drive
Toronto, Ontario.
M8Y 2N9
Lawyer

The said Douglas G. Edward, Philip Sanford and Robert Timberg will be the first directors of the Corporation.

III

The objects of the Corporation are:

(a) to use and promote the use of the legal system to defend the environment, through

- (i) advocacy before Courts and administrative tribunals;
- (ii) law reform;
- (iii) community education; and
- (iv) such other means as the Board of Directors may determine; and

(b) advocate means for all citizens to participate in

the making of decisions which affect the environment.

(c) obtain for citizens by means of an Environmental Bill of Rights, or other methods, the right

- (i) to a healthy and attractive environment;
- (ii) to defend the environment in the courts;
- (iii) to require sound environmental impact statements before development decisions;
- (iv) to information concerning the environmental consequences of government or private projects;
- (v) to participate in the setting of standards of quality for the environment;
- (vi) to require recreation areas, such as parks, to be held in public trust, and allow citizens to protect the parks through the courts, and
- (vii) to allow class actions so that one person could sue on behalf of all others who also suffer from environmental destruction.

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 is:

The City of Toronto in the Municipality of Metropolitan Toronto.

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 to one or more recognized charitable organizations in Canada.

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 the 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, moveable 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 promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

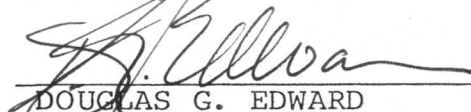
VIII

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 Toronto in the Province of Ontario, this 3rd day of September 1981.


DOUGLAS G. EDWARD


PHILIP SANFORD


ROBERT K. TIMBERG