

Centennial College Alumni Association
(Wind up Resolution – Member’s Meeting)

WHEREAS:

1. Centennial College Alumni Association (the “Corporation”) is incorporated under the Ontario Not-for-Profit Corporations Act, 2010 (ONCA) and is a non-soliciting corporation under the Act;
2. The Corporation has ceased to carry on its activities, and the members deem it advisable and in the best interest of the Corporation to voluntarily wind up its activities and dissolve in accordance with section 123 of the ONCA;
3. Pursuant to section 123(1) of the ONCA, the members may, by special resolution, require the Corporation to be wound up voluntarily at a duly constituted meeting;
4. Pursuant to section 123(2) of the ONCA, the members may appoint one or more qualified persons, including directors, officers, or members of the Corporation, to serve as liquidators to oversee the winding-up process, provided such persons are not disqualified under the ONCA or other applicable laws; and
5. The Corporation has reviewed its bylaws and confirms that all procedural requirements, including notice periods, quorum, and voting thresholds, have been satisfied in accordance with its governing documents and the ONCA.

BE IT RESOLVED THAT:

1. Approval of Voluntary Winding-Up and Dissolution

- a) The Corporation hereby resolves to voluntarily wind up its activities and affirms its intention to dissolve in accordance with section 123(1) of the ONCA.

2. Appointment of Liquidators

- a) Justin Lim and Kaye Dabi (the “**Liquidator(s)**”), who meet the eligibility requirements outlined in section 123(2) of the ONCA and are not disqualified under applicable laws, are hereby appointed as liquidators of the Corporation.

- b) The Liquidator(s) shall be responsible for:

- i. Taking possession of, collecting, liquidating, and disposing of the Corporation’s assets and property in compliance with the Corporation’s articles and, for

soliciting corporations, distributing any surplus in accordance with **section 241(1)** of the ONCA;

- ii. Satisfying or making provision for the satisfaction of all debts, liabilities, and obligations of the Corporation;
- iii. Preparing and submitting appropriate accounts for review and approval by the members under section 134 of the ONCA, ensuring all statutory filings and compliance requirements are fulfilled;
- iv. Filing all necessary forms and notices with the Director under the ONCA, including Form 1 (Notice of Voluntary Winding-Up) within **10 days** of this resolution, and any subsequent filings required for dissolution; and
- v. Carrying out any incidental activities required to complete the dissolution process in compliance with the ONCA.

3. Fixing of Liquidator Remuneration

- a) The remuneration of the Liquidator(s) shall be set at an amount determined and approved by the members and recorded in the corporate records.
- b) The members may review and adjust the remuneration of the Liquidator(s) at any time, including at subsequent meetings, in accordance with section 123(2) of the ONCA.

4. Notice of Voluntary Winding-Up

- a) The Corporation shall, within **10 days** of passing this special resolution, file a notice in the prescribed Form 1 with the Director pursuant to section 123(4) of the ONCA.
- b) The Liquidator(s) shall ensure that all stakeholders, including creditors, donors, and beneficiaries (if applicable), are appropriately notified of the winding-up proceedings.
- c) The Liquidator(s) shall ensure that any surplus property is distributed to a qualified donee as defined under the Income Tax Act (Canada) and in compliance with section 241(1) of the ONCA.

5. Final Accounting and Presentation to Members

- a) The Liquidator(s) shall, upon completion of the liquidation process, prepare a final account showing the manner in which the winding up was conducted and the property of the Corporation disposed of.

- b) This account shall be presented to the members in accordance with section 134(1) of the ONCA at a duly called meeting for approval.
- c) The Liquidator(s) shall file the final accounts and any required notices with the Director under section 134(2) of the ONCA to complete the dissolution process.

6. Stakeholder Notification and Creditor Claims

- a) The Liquidator(s) shall develop and implement a plan for notifying creditors and other stakeholders of the Corporation's dissolution.
- b) The Liquidator(s) shall ensure that all creditor claims are documented, reviewed, and resolved in accordance with applicable laws and the Corporation's obligations.
- c) A report on the resolution of creditor claims and stakeholder notifications shall be included in the final account presented to the members.

7. Dissolution of the Corporation

- a) Following completion of the winding-up process and upon filing all required documents and final accounts as stipulated in section 134(2) of the ONCA, the Corporation shall be deemed dissolved and cease to exist.

Certification of Resolution

The undersigned hereby certifies that the foregoing resolution was passed at a duly called and constituted meeting of the members of the Centennial College Alumni Association held on June 20, 2026 and that the resolution was passed by special resolution, requiring at least two-thirds (2/3) of the votes cast by the members present in person or by proxy, as defined under section 1(1) of the ONCA.

Signed this **20th of June, 2026**.

Signature:

Name:

Title:

