

## MEMORANDUM OF ASSOCIATION

### OF

### [ENTITY]

(A Company limited by Shares under Part 9 of the *Companies Act*)

1. The name of the Company is the [ENTITY] (hereinafter called the “Company”).
2. The objects for which the Company is established are:
  - a. Generally, to advance economic development and cooperation in and among stakeholders located in the Edmonton metropolitan region (the “Region”), and is consistent with the Edmonton Metropolitan Region Growth Plan.
  - b. To promote the Edmonton metropolitan region globally to attract and retain business investment in the Region.
  - c. To pursue a regional brand, database, and economic development strategy.
  - d. To advocate at the local, provincial and federal levels for policy that removes barriers to economic development in the Region.
  - e. To pursue business and investment opportunities to support the Region.
  - f. All the income, capital and property of the Company, wheresoever derived, shall be applied solely towards promotion of the objects of the Company as set out in this Memorandum of Association and no portion thereof shall be paid or transferred or be available directly or indirectly by way of dividend, bonus or otherwise howsoever for the benefit of any member or members of the Company, provided that nothing herein shall prevent the payment in good faith of reasonable remuneration to any member, director, officer, employee or servant of the Company, or any other person, in return for services actually rendered or goods provided to the Company or reimbursement of bona fide expenses actually incurred on behalf of, or otherwise in the furtherance of, the Company’s objects.
  - g. The payment of any dividend to any member of the Company is prohibited.
  - h. If, upon the liquidation, winding-up, bankruptcy or dissolution of the Company, there remain, after the satisfaction of all its debt and liabilities, any assets or funds shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other non-profit entity, having objects similar or complimentary to the objects of the Company, and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company hereunder, the

determination of such similarity to be within the sole discretion of the Directors of the Company.

3. The liability of the members is limited.
4. The Company is authorized to issue an unlimited number of shares without nominal or par value.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company pursuant to this memorandum of association, and we respectively agree to take the number (and class) of shares in the company set opposite our respective names.

		One Common Share
Member (Subscriber)	Address	Number and Class of Shares

		One Common Share
Member (Subscriber)	Address	Number and Class of Shares

		One Common Share
Member (Subscriber)	Address	Number and Class of Shares

Total Shares Taken:\_\_\_\_\_

Dated:\_\_\_\_\_

Witness to the above signatures:

\_\_\_\_\_  
(full name, signature, address and occupation of the witness)