

November ____, 2020

**Partners in Protection Association
NOTICE OF SPECIAL RESOLUTION**

The Board of Directors (the "**Board**") of the Partners in Protection Association (the "**Association**") HEREBY GIVES NOTICE that at a Special General Meeting of the Association to be held on November 25, 2020, the Board will be proposing the following Special Resolution:

WHEREAS the ongoing sustainability of the Association is uncertain due to uncertain economic conditions;

AND WHEREAS the Canadian Interagency Forest Fire Centre ("**CIFFC**") is a Canada not-for-profit corporation that is national in scope and has a similar mandate to the Association in relation to wildfire prevention and related mitigation programs;

AND WHEREAS the Board has been advised that CIFFC is being supported by funding from the Government of Canada to continue and expand its presence and efforts across Canada;

AND WHEREAS the Board has determined that in addition to CIFFC being in a more secure financial position as a result of ongoing and increased funding from the Government of Canada, it will also be better able than the Association to maximize efficiencies in carrying out its mandate;

AND WHEREAS as a result of the above considerations, the Board has determined it advisable to move forward to dissolve the Association by way of the distribution of the Association's assets and property to CIFFC, after the payment and discharge of its liabilities, and thereafter, to proceed with the formal dissolution of the Association, effective as of December 1, 2020 or such later date as the Board determines appropriate having regard to the final form of agreement(s) entered into with CIFFC concerning the distribution of assets and after consultation with the Association's accountants;

NOW THEREFORE the Board proposes that a Special Resolution be passed at a Special General Meeting of the Association as follows:

1. **THAT** the Association be dissolved voluntarily pursuant to the *Societies Act* (Alberta) and Section 211 of the *Business Corporations Act* (Alberta) and for that purpose the Directors of the Association are hereby authorized to take all necessary steps to cause the Association to distribute its property and assets to CIFFC after the discharge and payment of all of its liabilities and thereafter to proceed with the dissolution of the Association.
2. **THAT** the distribution of the Association's assets to CIFFC and the formal dissolution of the Association shall be effective as of December 1, 2020 or such other later date(s) as determined appropriate by the Directors having regard to the final form of agreement(s) entered into with CIFFC concerning the distribution of assets and after consultation with the Association's accountants.

3. **THAT**, upon approval by the Board, any one or more of the Directors of the Association, or such other person(s) as the Board may designate, is hereby authorized to enter into the approved agreements on behalf of the Association, and to such amendments or alterations to the agreements as approved by the Board and the approval of the Association to such amendments or alterations shall be conclusively evidenced by the signature of such person thereto.
4. **THAT** any one or more Directors of the Association, or such other person(s) as the Board may designate, is hereby authorized thereafter to do and perform such other acts and sign such other documents as are contemplated in the approved agreements and as may be necessary or advisable to give full effect to the said winding-up and dissolution of the Association and thereafter, to send Articles of Dissolution to the Registrar pursuant to the governing legislation.

PARTNERS IN PROTECTION ASSOCIATION

Per: _____