

Application for Incorporation of a Corporation

Application for Incorporation of a Corporation Without Share Capital Under Part II of the Canada Corporations Act

To the Minister of Industry

The undersigned hereby apply to the Minister of Industry 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 other persons as hereafter become members of the Corporation thereby created, a body corporate and politic without share capital under the name of:

Victoria Airport Authority

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 and that it is not a name which is otherwise on public grounds objectionable.

The applicants are individuals of the full age of 18 years with power under the law to contract. The names, addresses and occupations of each of the applicants are as follows:

Donald Hancock (Retired Manager)
16643 – 28th Avenue
White Rock, BC V4B 5E7

Alan Emery Q.C. (Lawyer)
3015 Uplands Road
Victoria, BC V8R 6B2

Andrew MacGillivray (Investment Executive)
962 Seapearl Place
Victoria, BC V8Y 2X2

Andrew Little (Chartered Accountant)
3329 University Woods
Victoria, BC V8P 5P9


The aforesaid Donald Hancock, Alan Emery, Andrew MacGillivray and Andrew Little will be the first directors of the Corporation.


1. The objects of the Corporation are:
 - a) to acquire by way of lease or otherwise an interest in the Victoria British Columbia International Airport (the “Airport”) and any other airport for which the Corporation may assume responsibility;
 - b) to manage, operate and develop the Airport in a safe, secure, efficient, cost effective and financially viable manner with reasonable airport user charges and equitable access to all air carriers;
 - c) to undertake and promote the development of the Airport lands for which it is responsible for uses compatible with air transportation activities;
 - d) to expand transportation facilities and generate economic activity in ways which are compatible with air transportation activities.
2. The operations of the Corporation may be carried on throughout Canada and elsewhere.
3. In the execution of its objects the Corporation:
 - a) Shall act for the general benefit of the public in the region serviced by the Airport;
 - b) Shall confer regularly with governments and community entitled on matters affecting the operation and development of the Airport;
 - c) Shall engage only in those activities that are consistent with its objects.
4. The Corporation:
 - a) Shall carry on its operations without pecuniary gain or any of its profit being paid to or otherwise benefiting its directors or members and any profits or other surplus funds of the Corporation shall only be used in promoting its objects;
 - b) Shall not distribute among the members of the Corporation in kind, special or otherwise, any property or assets of the Corporation including any proceeds of sale or disposal of any property of the Corporation and in particular any shares, debentures, or other securities of or in any other company belonging to the Corporation, or of which it may have power to dispose.
5. The head office of the Corporation shall be situated within the Capital Regional District of the Province of British Columbia.
6. In the event of dissolution or winding up of the Corporation, all remaining assets, after payment of the Corporation’s liabilities, shall be


distributed to Her Majesty the Queen in Right of Canada or alternatively to a successor organization to the Corporation, acceptable to Her Majesty the Queen in Right of Canada.

7. The by-laws of the Corporation shall be those filed with this Application for Letters Patent until repealed or amended.
8. No provision of the Letters Patent or By-Laws of the Corporation relating to any Principle listed in the Public Accountability Principles for Canadian Airport Authorities as released by the Minister of Transport (Canada) on July 13, 1994, shall be repealed, amended or altered without the prior written consent of the Minister of Transport (Canada).
9. Dated at Victoria, British Columbia, this 26th day of October, 1995.


Donald Hancock


Andrew Little


Andrew MacGillivray


Alan Emery