

NOTICE OF ANNUAL GENERAL ASSEMBLY OF THE MEMBERS
OF THE
INTERNATIONAL FEDERATION OF CLINICAL NEUROPHYSIOLOGY
FEDERATION INTERNATIONALE DE NEUROPHYSIOLOGIE CLINIQUE

(the “**Federation**”)

The Executive Committee of the Federation hereby gives notice that the Annual General Assembly of the Federation will be held at Norton Rose Fulbright Canada, 1800 - 510 West Georgia Street, Vancouver, British Columbia V6B 0M3 Canada, on December 10, 2020, at 7:00 AM EST, for the following purposes:

1. To receive the report of the Executive Committee to the members;
2. To receive the financial statements of the Federation for the period ended December 31, 2019;
3. To appoint an auditor for the Federation for the ensuing year;
4. To consider the special resolutions (attached as Schedule A) to approve the disposal of undertaking and dissolution of the Federation; and
5. To conduct any other business that may properly be conducted by the members.

Voting on Resolutions

Member societies will have three options for casting a vote on the special resolutions:

- a. in-person attendance by delegate;
- b. remote participation via electronic means (details attached in Schedule B); or
- c. absentee vote submitted before December 8 (these ballot form will be distributed to the appropriate individuals).

Note: Unlike past general assemblies, voting at this meeting will be conducted in strict accordance with the requirements of the Federation’s statutes, which provide for a single vote for each member society.

DATED November 2, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

Per: 

Professor Walter Paulus

IFCN Executive Committee President

SCHEDULE A

NOTICE OF SPECIAL RESOLUTION OF THE NON-VOTING MEMBERS

OF THE

**INTERNATIONAL FEDERATION OF CLINICAL NEUROPHYSIOLOGY
FEDERATION INTERNATIONALE DE NEURPHYSIOLOGIE CLINIQUE**

(the “Federation”)

The following resolutions for the voluntary dissolution of the Federation will be proposed for consideration by the non-voting members at the Annual General Assembly to be held on **December 10, 2020**]:

Note: Pursuant to the requirements of the Canada Not-for-profit Corporations Act, at the Annual General Assembly, each class of members of the Federation will vote separately on the special resolutions below.

While the below resolutions will be considered and approved at the Annual General Assembly, the dissolution will come into effect only after the Federation files articles of dissolution with Corporations Canada.

Disposal of Undertaking (Resolution #1)

WHEREAS:

- A. the Federation’s Executive Committee has determined that it is in the best interests of the Federation to exit the jurisdiction of Canada, and relocate its operations to the jurisdiction of the state of Wisconsin;
- B. to facilitate the relocation to the jurisdiction of the state of Wisconsin, the International Federation of Clinical Neurophysiology Inc., a non-stock corporation established pursuant to the laws of Wisconsin (“**IFCN USA**”), has been incorporated for the purpose of receiving all assets and liabilities of the Federation;
- C. the proposed transfer to IFCN USA constitutes a sale of all or substantially all of the property of the Federation under the provisions of the *Canada Not-for-Profit Corporations Act* (the “**Act**”) and therefore requiring a special resolution approving such transfer to be passed by the voting members of the Federation; and
- D. the members of the Federation now wish to pass the required special resolution authorizing the transfer the Federation’s assets and liabilities to IFCN USA;

BE IT RESOLVED as special resolutions that:

- 1. the transfer of the assets by the Federation to IFCN USA be and is hereby approved in accordance with section 214 of the Act; and

2. the Federation's Executive Committee (in its capacity as the board of directors of the Federation) are hereby authorized to fix and finalize any of the terms and conditions of the proposed asset transfer agreement with IFCN USA, to execute same, and to proceed with the transfer at such time as it determines to be appropriate.

Dissolution (Resolution #2)

WHEREAS:

- A. following the transfer of the assets and liabilities of the Federation as contemplated above and the payment of final expenses, the Federation will have no assets and no liabilities; and
- B. the members of the Federation wish to commence the dissolution of the Federation in Canada;

BE IT RESOLVED as special resolutions that:

1. the Federation be dissolved voluntarily pursuant to section 220(2) of the Act and for that purpose the Federation's Executive Committee (in its capacity as the board of directors of the Federation) are hereby authorized to complete and submit Form 4017 – Articles of Dissolution to the Director appointed under the Act; and
2. any director or officer of the Federation is hereby authorized to execute and deliver Form 4017 – Articles of Dissolution and to sign and execute all documents and to do all things necessary or advisable in connection with the foregoing.

SCHEDULE B

DETAILS FOR PARTICIPATING BY ELECTRONIC MEANS

Zoom Meeting Link:

<https://us02web.zoom.us/j/85821794279?pwd=K1o3Y2tuU1E3SHNlcG5Xdj9TZXdxdz09>

Webinar ID: 858 2179 4279

Webinar Passcode: Ifcn2020

When: Dec 10, 2020 07:00 AM Eastern Time (US and Canada)

Topic: IFCN General Assembly

International numbers available: <https://us02web.zoom.us/j/kJifallQi>