



Canada Not-for-profit Corporations Act (CNCA) Suitcase

By Mark Blumberg (July 3, 2012)

The new *Canada Not-for-profit Corporations Act* (CNCA) came into force on October 17, 2011. Industry Canada has placed over 350 pages of information on the new act on their website in over 70 different documents. We have tried to accumulate the information in one PDF document. For up to date information check the Industry Canada website. We have also placed a few pages on the CNCA from the Charities Directorate which are only relevant to registered charities under the Income Tax Act. This document may be helpful because it is easier to save a PDF to your computer or laptop especially if you will not have internet connectivity. Furthermore, one can word search (usually Control F) for words through the document. This document is not comprehensive and in the future we may update it.

We will be providing additional information at GlobalPhilanthropy.ca at:

http://www.globalphilanthropy.ca/index.php/blog/category/new_canada_not-for-profit_corporations_act_federal_corporations/

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This article is for information purposes only. It is not intended to be legal advice. You should not act or abstain from acting based upon such information without first consulting a legal professional.

Corporations Canada

Are you planning to incorporate a Federal Not-for-profit Corporation before October 17?

If you are thinking of incorporating a new not-for-profit corporation (NFP), you should be aware that the *Canada Not-for-profit Corporations Act* will come into force on October 17, 2011.

Compared to the existing Act, which it will replace – the Canada Corporations Act, Part II (CCA II) – the incorporation process under the NFP Act will be much faster and more streamlined. So, if you are planning to incorporate a NFP, you have the option of waiting until the new Act comes into force.

But, if you still want to incorporate under the *CCA II*, you should be aware of the following:

- the last day for submitting an application for incorporation under the CCA II is October 16, 2011 – the day before the NFP Act comes into force;
- the corporation will be governed by the provisions of the CCA II and not those of the new NFP Act;
- since the CCA II will eventually be repealed, the corporation will be required to make the transition to the NFP Act by October 17, 2014.

The resources below provide additional information to assist you with your decision:

- [Creating a not-for-profit corporation under the Canada Not-for-profit Corporations Act](#)
- [Canada Corporations Act Part II – Incorporating a Not-For-Profit Corporation](#)
- [Transition Guide for Federal Not-for-profit Corporations](#)

Should you have any questions, please contact the Corporations Canada Client Services Centre, **1-866-333-5556**.

New Legislation Canada Not-for-profit Corporations Act

The *Canada Not-for-profit Corporations Act* provides federal not-for-profit corporations with a new set of rules that are modern, flexible and better suited to the needs of today's not-for-profit sector.

Operating a Federal Not-for-profit Corporation

[Creating a Not-for-profit Corporation](#) — What you have to do and how to do it.

[Next Steps Following Incorporation](#) — You're incorporated, but now what?

[The Directors](#) — The roles and responsibilities of the corporation's directors.

[The Members](#) — The rights and responsibilities of the corporation's members.

[Corporate Records and Filing Obligations](#) — Maintaining corporate records and how to keep your corporation in good standing

[Financial Statements and Review](#) — Understand the requirements for a public accountant and the level of financial review for your corporation.

[Changing By-laws](#) — Changing the rules that govern the internal management of your corporation.

[Changing the Structure or Nature of the Corporation](#) — Making major modifications to your corporation or its activities

[Publications](#) — Guides, policies, forms and other helpful information

Corporations Canada

Creating a Not-for-profit Corporation

Introduction

This document will help you to prepare a request to create (i.e., incorporate) a not-for-profit organization under the *Canada Not-for-profit Corporations Act* (NFP Act).

Note: The information provided is to assist you to complete the incorporation process quickly and accurately. It is not intended to replace legal advice. You may wish to consult a lawyer or other professional advisor to ensure that the specific needs of your not-for-profit corporation are met.

- [What documents must be filed to create a not-for-profit corporation?](#)
- [What does Corporations Canada do with my application?](#)
- [Where do I file an application for incorporation?](#)
- [What do I need to do once the corporation has been created?](#)
- [Where can I find information on registering as a charity under the *Income Tax Act*?](#)
- [Is an NFP Act corporation automatically considered a non-profit organization under the *Income Tax Act*?](#)
- [Other Resources](#)

What documents must be filed to create a not-for-profit corporation?

An application for a certificate of incorporation must include:

1. a completed and signed copy of [Form 4001 – Articles of Incorporation \(See available instructions\)](#) ;
2. a completed and signed copy of [Form 4002 – Initial Registered Office Address and First Board of Directors \(See available instructions\)](#) ;
3. a [NUANS Name Search Report](#) for the proposed name that is not more than 90 days old. If you have received prior approval of the name, attach a copy of the letter from Corporations Canada approving your name along with the copy of the NUANS Name Search Report. If the proposed name is a number name, a NUANS Name Search Report is not required; and
4. the filing fee.

Language of Articles

You can file your articles in the official language (i.e., English and/or French) of your choice. This means that Form 4001 may be submitted:

- in a format that uses either official language (i.e., in French or in English);
- in a format that employs both English and French; or
- in a fully bilingual format, utilizing both official languages equally.

[What does Corporations Canada do with my application?](#)

Where do I file an application for incorporation?

What do I need to do once the corporation has been created?

Once the corporation has been created, a number of other items must be considered. Information on what needs to be done after a corporation has been created and on how to operate a not-for-profit corporation under the NFP Act is available on the Corporations Canada website.

By-laws

At the first organizational meeting, the directors may make by-laws. This process can be simplified by referring to the [Model By-laws](#), which have been written to apply to a typical not-for-profit corporation.

Corporations Canada has also developed an online interactive tool called a [By-law Builder](#) that allows you to generate the by-laws you want by choosing provisions that meet the specific needs of your corporation from a number of available options.

Note: By-laws do not have to be filed with the application to obtain a Certificate of Incorporation. However, the NFP Act requires that they be filed within 12 months after the members have confirmed them.

Where can I find information on registering as a charity under the Income Tax Act ?

To be able to issue official donation receipts and to be exempt from tax, the *Income Tax Act* requires that corporations created and operated exclusively for charitable purposes must register with the Canada Revenue Agency (CRA) as charities. The simple fact of being incorporated as a not-for-profit corporation under the NFP Act is not sufficient for a corporation to be considered either tax-exempt or a registered charity for the purposes of the *Income Tax Act*.

Information on charitable registration, along with the required application form, can be found on the [CRA website](#) or may be obtained by contacting:

Charities Directorate
Canada Revenue Agency
Ottawa, ON K1A 0L5
Toll Free: 1-800-267-2384

If your corporation intends to become a registered charity, CRA recommends that you submit a draft copy of Form 4001- Articles of Incorporation with your application to register as a charity and that your application to CRA be submitted prior to the time you file your application for incorporation. Otherwise, if CRA requires changes, the corporation may have to incur additional costs by applying to Corporations Canada for articles of amendment.

Is an NFP Act corporation automatically considered a non-profit organization under the *Income Tax Act*?

No. Incorporation under the NFP Act does not automatically mean that the corporation will be exempt from tax under the *Income Tax Act*. More information on non-profit organization under the *Income Tax Act* can be found on the [CRA website](#) or by contacting CRA.

Other Resources

A number of other documents and tools are available to assist you in creating and operating a not-for-profit corporation:

- [Model Form 4001 – Articles of Incorporation](#), which provides examples of wording that a typical not-for-profit corporation can refer to when completing its articles;
- [Model by-laws](#), which provide examples of wording that a typical not-for-profit corporation can refer to when creating its by-laws;
- A [By-law Builder](#), which is an online tool that will assist in creating by-laws; and
- A [pamphlet, "Your Reporting Obligations under the Canada Not-for-profit Corporations Act"](#), which describes the documents you are required to file with Corporations Canada.

Corporations Canada

Next Step Following Incorporation

- [First Directors Meeting](#)
- [First Members Meeting](#)
- [Provincial/Territorial Registrations](#)
- [Business Number](#)

- [Other Permits and Formalities](#)

First Directors Meeting

After incorporation, the incorporators or [first directors](#) are required to call an "organizational meeting" of the directors. The purpose of this first meeting of the directors is to organize the corporation by adopting a number of resolutions that will allow the corporation to conduct its activities. A minimum of five days' notice of this meeting must be given to each director listed in the [Form 4002 – Initial Registered Office Address and First Board of Directors](#). This notice must indicate the date, time and place of the meeting. A director may waive (i.e., voluntarily refrain from insisting on) notice of the meeting, and the attendance of a director at the meeting is equivalent to a waiver of the notice of meeting.¹

At this first meeting, the directors may take the following actions (these are dealt with in greater detail below):²

- make by-laws;
- adopt forms for corporate records and debt obligation certificates;
- authorize the issuance of debt obligations;
- appoint officers;
- appoint an interim public accountant to hold office until the first meeting of members;
- issue memberships;
- make banking arrangements; and
- transact any other business.

Alternatively, instead of holding a first meeting of the directors, it is possible for the directors to sign organizing resolutions to deal with all of the above matters. This is especially suitable if the number of directors is small. If all directors sign a written record of resolutions on the above matters, then a meeting of the first directors is not necessary. A copy of the resolutions must be kept with the minutes of the meetings of directors.³ See [Organizing Resolutions of Directors](#).

Possible Actions to be Taken at First Meeting of Directors

(a) Make By-laws

As soon as possible after incorporation, a corporation will need to adopt a set of rules concerning the governance and operations of a corporation. These rules are set out in the by-laws of the corporation. In this regard, the

first directors will need to adopt "General By-laws" at the first meeting of the directors.

If a corporation wants to put in place certain rules that are not dealt with in the NFP Act or to modify some of the rules that are in the NFP Act, it may do so, as long as the changes made are permitted by the NFP Act. See [Default Rules](#).

Examples of issues that can be dealt with in by-laws include:

- the date of a corporation's financial year-end;
- the process and special requirements for banking arrangements;
- the qualification requirements for memberships;
- the process for appointing officers, as well as the rules regarding their qualifications and duties;
- the procedures for calling and conducting directors' and members' meetings;
- the minimum number of directors and members required to establish quorum at meetings;
- the process for amending by-laws; and
- the rules limiting the modifications that can be made to the powers given to directors under the NFP Act.

By-laws may be amended from time to time, for various reasons. For example, a corporation may want to change the qualification requirements for its officers, or the quorum requirements for members meetings. The process for amending by-laws differs depending on the subject matter of the changes. See [Changing By-laws](#).

With some exceptions, General By-laws adopted at the first meeting of the directors, take effect immediately, although they are subject to confirmation at the first meeting of the members. After confirmation by the members, a copy of the by-laws must be filed with Corporations Canada within 12 months.⁴

(b) Adopt Methods for Maintaining Corporate Records and Issuing Debt Obligation Certificates

The list of corporate records that are required to be kept includes registers of members, directors and officers and minutes of member and director meetings. Although there is a general requirement for the corporation to keep certain records at its registered office, it is also permissible to keep these records at another location, provided that the requirements of the NFP Act are met. At the first meeting of the directors, they will need to decide how these records are to be maintained and what rules, if any, will govern their maintenance. See [Corporate Records and Filing Requirements](#).

(c) Authorize the Issuance of Debt Obligations

If a corporation intends to issue debt obligations after incorporation (e.g., bonds, debentures, notes or other evidences of indebtedness or guarantees of a corporation), this will have to be authorized by the directors at their first meeting. Future debt obligations will also have to be authorized by the directors at future meetings.

(d) Appoint Officers

Officers are appointed by the directors to assist the directors and to carry out functions delegated to them. Officers should be appointed at the first meeting of the directors. Officers may be replaced at the discretion of the directors at any point in the future. See [The Directors](#).

(e) Appoint a Public Accountant to hold office until the first meeting of members

The NFP Act contains a general requirement that the members of a corporation incorporated under the NFP Act must appoint a public accountant by ordinary resolution (i.e., a simple majority of the votes cast) at each annual meeting.⁵ The NFP Act also contains rules regarding who may be appointed, and the circumstances in which such an appointment is not required.⁶ Since the power to appoint a public accountant is vested with the members, the first directors may appoint an interim public accountant who holds office until the first meeting of the members. See [Financial Statements and Reviews](#).

(f) Issue Memberships

One of a corporation's first activities following incorporation is to issue memberships. A person becomes a member when a corporation admits that person as a member of the corporation and "issues" a membership in that person's name. At the first meeting of the directors, memberships will need to be issued to qualified persons who meet the conditions of membership

contained in the by-laws. If the Articles of Incorporation provide for two or more classes or groups of members, memberships may be issued to different classes of members who meet the requirements set out in the by-laws. Additional memberships may be issued in the future.⁷ See [The Members](#).

(g) Make Banking Arrangements

Once the corporation has been incorporated, it will need to choose a financial institution to meet its corporate banking needs. At their first meeting, the directors should adopt the banking resolutions that are required by the financial institution chosen; designate the signing officers for cheques; and determine the processes for conducting other banking business and authorizing signing officers.

(h) Transact Other Business

Depending on the operations of the corporation, other business decisions may also have to be made at the first meeting of directors. Such decisions could include those that deal with:

- adopting corporate policies;
- employing staff;
- purchasing insurance coverage;
- leasing premises; and
- purchasing real property.

Another could involve the adoption of pre-incorporation contracts. In such a situation, a person who enters into a contract in the name of or on behalf of a corporation before it comes into existence is personally bound by that contract. After incorporation, the corporation can adopt the contract so that the corporation will become bound by the contract as if the corporation had been in existence when the contract was entered into, while the person ceases to be bound.⁸

Depending on the nature of these decisions, some may require member approval and others may not.

First Members Meeting

After the organizational meeting of the first directors, an organizational meeting of the members is required. Although most of the corporation's

initial organizing business can be dealt with by the directors at their first meeting, certain matters may not be decided by the directors or may have to be confirmed by the members. With this in mind, the first directors of a corporation must call the first members' meeting within 18 months of the date of incorporation (i.e., the effective date on the Certificate of Incorporation).⁹ This meeting is usually held immediately after the first organizational meeting of the directors.

At this meeting, the members:

- elect directors;
- confirm, modify or reject the General By-laws established by the first directors;
- appoint a public accountant, who can be the same one appointed by the first directors or a different one;
- adopt special by-laws, if any; and
- transact other business.

Similar to the first meeting of the directors, the members may also adopt these initial organizing resolutions in writing, instead of holding a members meeting, provided that the written resolutions are signed by all members.¹⁰ See [Organizing Resolutions of Members](#).

Provincial/Territorial Registrations

Once a not-for-profit corporation has been incorporated federally, you will likely need to register the corporation in the province(s) or territory(ies) where the corporation carries on its activities (see next paragraph). While incorporation creates a legal entity, provincial and territorial registrations allow the corporation to carry on activities within Canada's individual provinces and territories. There are different types of registrations, such as extra-provincial corporate registrations, business name registrations, fundraising registrations. Provinces and territories often require corporations to register within a few weeks after beginning activities in their jurisdictions. In addition, some jurisdictions may require annual filings or registrations. A registration or filing fee may also be charged. Carrying on activities in a province or territory can include running a program or fundraising event; having an address, a post office box or phone number; or offering services or products at that location.

The requirements and processes for registration differ greatly among the province(s) or territory(ies) as there is no central registration agency. For example, it is possible that a corporation may need to register in one province but not in another, even though the same activity is carried on in both provinces. We suggest that you contact the local [corporate law administration offices](#) in each province or territory where you plan to carry on activities to determine their individual registration requirements.

Business Number

The Business Number (BN) is a unique federal government numbering system that identifies your organization and the accounts you maintain with the Canada Revenue Agency (CRA). The BN consists of a numeric identifier of the organization, followed by a program account identifier. Examples of program accounts that may be registered with the CRA include:

- Goods and Services Tax (GST)/Harmonized Sales Tax (HST);
- registered charitable status (indicated by a charity's registration number);
- payroll deductions;
- corporate income tax; and
- import/export duties and taxes.

As part of the services it provides when it incorporates your organization, Corporations Canada will ask the CRA to issue a BN for your corporation. The CRA will then register your corporation, and follow-up with a letter that confirms your BN and the program accounts for which you are registered. This letter will also include a summary of the information you have provided. You will find more information about the BN on the [CRA's website](#).

Other Permits and Formalities

You may have to fulfill a number of other requirements in order to carry on certain activities. For example, you may need a provincial permit to carry on activities in a particular sector, such as a bingo licence in order to operate a bingo, a liquor permit in order to serve alcoholic beverages, or lobbying registration in order to conduct certain lobbying activities. Corporations Canada does not provide information on such requirements. Instead, we suggest you check with the appropriate municipal, provincial, territorial or

federal government agencies, as well as professional organizations. You can also consult the Industry Canada [Bizpal](#) service for help with your business permit and licensing needs.

Footnotes

¹ NFP Act, s. 127(3) and (4) and Regs. s. 27. ([Return to text](#))

² NFP Act, s. 127(1). ([Return to text](#))

³ NFP Act, s. 127(5) and (6). ([Return to text](#))

⁴ NFP Act, s. 152 and 153, and Regs. s. 60. [Return to text](#)

⁵ NFP Act, s. 181(1). ([Return to text](#))

⁶ NFP Act, s. 180-182. ([Return to text](#))

⁷ NFP Act, s. 154, 155. [Return to text](#))

⁸ NFP Act, s. 15. ([Return to text](#))

⁹ NFP Act, s. 160, Regs. s. 61(1). ([Return to text](#))

¹⁰ NFP Act, s. 166. ([Return to text](#))

Corporations Canada

The Directors

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- [Number of Directors](#)
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- [Who can be a Director](#)
- [Directors Terms and Vacancies on the Board of Directors](#)
- [Directors Meetings](#)
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- [Responsibilities and Liabilities of Directors and Officers](#)
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General Duties of the Board of Directors

The board of directors is accountable to the members and is responsible for managing and supervising the activities and affairs of the corporation. Generally, the directors are elected by the members, and the members are elected by the board.

The board may appoint one of its members to act as a managing director or a number of directors to act as a committee of directors. It can then delegate to the managing director or the committee any of the powers of the directors.¹ Directors are not, in that capacity, trustees for any property of the corporation, including property held in trust by the corporation.² See [Responsibilities and Liabilities of Directors and Officers](#).

Number of Directors

Under the NFP Act, a corporation is required to specify in its articles a fixed number of directors or a minimum and maximum number of directors.³ When a minimum and maximum number of directors is chosen, the precise number of directors to be elected may be established from time to time by ordinary resolution of the members. The members may also delegate this power to the directors. Generally, a corporation must have at least one director. However, a soliciting corporation must have a minimum of three directors, at least two of whom must not be officers or employees of the corporation or its affiliates.⁴

If the members decide to change the number of directors within the number permitted by the articles, the members must pass an ordinary resolution and elect the required number of directors. It is then necessary to notify Corporations Canada of the change in directors by filing [Form 4006 – Changes Regarding Directors](#) within 15 days following the change. If the members want to increase or decrease the number of directors specified in the articles or the minimum or maximum number of directors, the articles must be amended by filing [Form 4004 – Articles of Amendment](#) and paying the \$200 fee.⁵ See [Changing the Structure or Nature of the Corporation](#).

Electing the Directors

The general rule in the NFP Act is that directors are elected by a majority of the votes cast at an annual meeting of the members, for a term that may

not exceed 4 years.⁶ See [Directors Terms and Vacancies on the Board of Directors](#).

There are only two exceptions to the general rule that the members must elect the directors of the corporation. First, the articles may permit the directors to appoint additional directors between annual meetings to hold office for a term that must expire on or before the next annual meeting of members. This is permitted as long as the total number of appointed directors is not more than one-third of the number of directors elected at the previous annual meeting.⁷ If the articles do not permit the directors to appoint additional directors, the articles must be amended by filing [Form 4004 – Articles of Amendment](#) and paying the \$200 fee.⁸ See [Changing the Structure or Nature of the Corporation](#).

The second exception allows a vacancy on the board to be filled by the directors, as long as there is a quorum on the board to participate in filling the vacancy.⁹ See [Directors Terms and Vacancies on the Board of Directors](#).

The general rule that the members must elect the directors means that it is not permissible to have *ex officio* directors (i.e., persons who hold office "ex-officio" or "as of right", without the need to be elected by members).

A person must consent to be a director of a corporation. Persons who have been elected or appointed as directors and are present at the meeting when the election or appointment took place, are deemed to have consented to serve as directors, unless they refuse. However, if they are not present at that meeting, they must either (a) consent to their election, in writing, before that meeting or within 10 days after that meeting or (b) act as a director after the election or appointment.¹⁰

Who can be a Director?

A director must meet all of the following qualifications:¹¹

- be at least 18 years old;
- not have been declared incapable by a court in Canada or in another country;
- be an individual (i.e., a corporation cannot be a director); and
- not be in bankrupt status.

The NFP Act contains several other provisions that deal with directors' qualifications. For example, although the Act does not require a director to be a member of the corporation, it allows the by-laws to provide otherwise.¹² In the case of a soliciting corporation, the Act provides that at least two directors must not be officers or employees of the corporation or its affiliates.¹³ Another provision of the Act states that, if a corporation's by-laws contain additional qualification requirements for directors, (e.g., that each director must be a member of the corporation) these requirements must be met.

If you want to amend your corporation's by-laws to change the qualification requirements for directors, see [Changing By-laws](#).

Directors Terms and Vacancies on the Board of Directors

The general rule in the NFP Act is that directors are elected by a majority of the votes cast at each annual meeting of members for a term that may not exceed 4 years.¹⁴ Therefore, the by-laws may provide a defined term of office for directors, as long as it is 4 years or less. The by-laws may also permit directors to hold staggered terms of office (i.e., all directors elected at a meeting of members need not hold office for the same term).¹⁵

If a director is not elected for a stated term, that director ceases to hold office at the end of the next annual meeting of members. Furthermore, if directors are not elected at a meeting of members, the incumbent directors continue in office until their successors are elected.¹⁶ A director whose term has expired can be re-elected as a director, as long as the by-laws do not provide otherwise.

A director's term ends when he or she:

- dies,
- resigns,
- is removed from office,
- is declared to be incapable by a court,
- becomes a bankrupt, or
- has their term of office expire.¹⁷

From time to time, and for a variety of reasons, members may decide to remove a director they had previously elected. Removing a director generally requires the approval of a majority of members who cast their votes at a meeting of members called for the purpose of removing the

director. At that meeting, the members may elect another director to fill the vacancy created by the removal.¹⁸ However, where a director was elected by a class or group of members that had an exclusive right to elect him or her, the director may only be removed by an ordinary resolution of that class or group of members.¹⁹

If a meeting is called to remove or replace a director, that director may submit to the corporation a written statement giving reasons for opposing his or her removal or replacement as a director. The corporation will need to give notice of this statement to the members and must also file a copy of the statement with Corporations Canada.²⁰

If a vacancy occurs on the board of directors, the remaining directors may continue to exercise all the powers of directors as long as the number of remaining elected directors constitutes a quorum (i.e., a majority of the directors, or the minimum number of directors required at a meeting, unless otherwise specified in your corporation's by-laws).²¹

A vacancy on the board may arise for a variety of reasons, including:

- a resignation;
- the removal of a director by the members;
- an increase in the number, or the minimum or maximum number, of directors provided for in the articles; or
- members not electing, from among the candidates, the number of directors or the minimum of directors required by the articles, because a candidate:
 - did not consent to act as a director;
 - did not meet the qualifications;
 - was incapable of serving as a director; or
 - died.²²

When a vacancy is filled, the director appointed or elected to fill the vacancy holds office for the unexpired term of his or her predecessor.²³

Depending on how the vacancy was created, the method of filling the vacancy may vary. Specifically:

- If a vacancy is created as a result of a director being removed from office at a meeting of the members, the members may elect another person to act as director.²⁴ If such a vacancy is not filled by the members at that meeting, a quorum of the directors

may fill the vacancy after that meeting by appointing another person to be a director.²⁵

- If there is not a quorum of the directors or if a vacancy is created as a result of an increase in the number or the minimum or maximum number of directors provided for in the articles, or a failure to elect the number or minimum number of directors provided for in the articles, the directors then in office must call a special meeting of members to fill the vacancy.²⁶
- If a particular class or group of members has an exclusive right to elect one or more directors, and a vacancy occurs among those directors, it may only be filled by the remaining directors elected by that class or group (except where the vacancy resulted from an increase in the number or the minimum or maximum number of directors provided for in the articles for that class or group, or from a failure to elect the number or minimum number of directors provided for in the articles for the class or group). However, if there are no remaining directors elected by that class or group, any member of that class or group may call a meeting of the members of that class or group to fill the vacancy.²⁷
- However, it is possible for the by-laws to prohibit the vacancy being filled by the directors, and to require instead that the vacancy be filled by a vote of the members, or by a vote of the members of any class or group having an exclusive right to elect one or more directors, where the vacancy occurs among the directors elected by that class or group.²⁸
- If all of the directors have resigned or been removed and no replacement directors are elected, then a person who manages or supervises the activities or affairs of the corporation is deemed to be a director for the purposes of the NFP Act. However, this default rule does not apply to certain individuals, such as the corporation's lawyer, accountant, trustee in bankruptcy, or an officer who manages the corporation under the direction or control of a member or other person.²⁹ If a corporation does not have any directors or members, the court may appoint the required minimum of directors provided for in the articles.³⁰

Note that when there is a change of directors, the corporation must file [Form 4006 – Changes Regarding Directors](#) with Corporations Canada within 15 days of the change. See [Reporting to Corporations Canada](#).

Directors Meetings

Most boards of directors meet on a regular basis to oversee the management and operations of the corporation. The frequency of regular board meetings varies, depending on the needs of the corporation. Directors may also need to meet occasionally to conduct special business.

Meetings of the board can be held whenever and wherever the board wishes, unless the corporation's by-laws or articles provide otherwise.³¹

In all cases, a quorum of directors must be present at directors meetings. The quorum can be set out in the articles or by-laws. If the by-laws do not specify the required quorum, a majority of the number of directors or minimum number of directors required by the articles constitutes a quorum. Despite any vacancy among the directors, a quorum of directors may exercise all of the powers of the directors.³² If a corporation has only one director, that director may constitute a meeting.³³

If a director is absent from a board meeting, it is not permissible for another person to act in his or her stead at the meeting. In other words, an absentee director may not appoint a proxy or nominee to attend the board meeting.³⁴ This should not be confused with the ability of members to appoint proxyholders to attend members' meetings, if proxy voting is permitted under the by-laws. For more information on absentee votes by members, see [The Members](#).

Notice of board meetings must be provided to the directors according to the by-laws. However, the notice need not specify the purpose of or the business to be transacted at the meeting unless the meeting:

- involves a matter that requires member approval;
- fills the vacancy of a director or public accountant;
- appoints additional directors;
- issues debt obligations;
- approves financial statements;
- adopts, amends or repeals by-laws; or
- establishes members' contributions or dues.³⁵

Directors may conduct business through signed resolutions instead of holding meetings, provided that the resolutions are signed by all directors. These signed resolutions have the same effect as they would have if they were adopted at a meeting of the board of directors.³⁶ This way of conducting the business of the corporation can be very useful for small corporations with only one or a few directors. See [Organizing Resolutions of Directors](#).

It is also possible for one or more directors to participate in a meeting by telephone or electronically, as long as the corporation's by-laws permit it and all participants in the meeting can communicate fully. The method of holding these meetings would also have to comply with any detailed requirements set out in the NFP Regulations.³⁷ At this time, no regulations dealing with such requirements have been made.

It is possible for the by-laws to include a provision allowing the directors to make decisions by consensus, even when the NFP Act otherwise requires a vote. Such by-laws must not only provide a clear definition of what is meant by "consensus", they must also explain how to determine when a consensus cannot be reached. A decision made by consensus is deemed to satisfy any requirement under the NFP Act for the taking of a vote. However, if the board cannot reach a consensus, the by-laws must contain a process for referring such matters to a vote.³⁸

Appointing Officers

Officers are appointed by the directors to assist the directors and to carry out certain specified functions. Officers can occupy any position that the board wants them to fill (e.g., president, secretary or any other position). It is important to note that the NFP Act defines "officer" to include any individual so appointed by the board, as well as the following persons: the chairperson of the board of directors; the president; a vice-president; the secretary; the treasurer; the comptroller; the general counsel; the general manager; a managing director; or any other individual who performs functions for a corporation similar to those normally performed by an individual occupying any of those offices.³⁹

Not only can the board appoint any director or member to be an officer, the board can also appoint a person who is not a member or director of the corporation to be an officer. Two or more offices may be held by the same person.⁴⁰

Responsibilities and Liabilities of Directors and Officers

The law imposes a wide range of duties and liabilities on directors and officers because the scope of authority of the corporation's management is very broad. In general, these duties and liabilities reflect the position of trust that directors and officers hold in relation to the corporation and its members. While many of the duties and liabilities of directors and officers are prescribed under the NFP Act, others are set out in other federal and provincial/territorial statutes. For example, under the *Income Tax Act* (Canada), directors are jointly and severally liable to pay employee income tax deductions which the corporation fails to remit for two years following ceasing to be a director. In another example, under the *Canadian Environmental Protection Act, 1999*, directors are required to take reasonable care to ensure that the corporation complies with the provisions of the Act dealing with air and water pollution, as well as with those involving proper storage and disposal of toxic substances.

Standard of Care

Directors and officers are required to exercise at least the level of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. They are also required to act honestly, in good faith and in the best interests of the corporation, rather than in their own personal interest. This is known as an *objective* standard of care.⁴¹ In other words, when a court must determine whether a director or officer has breached his or her duty to the corporation, it will test the person's actions against those of a reasonably prudent person.

In meeting this duty, directors and officers may rely in good faith on reports prepared by professionals. Directors (but not officers) may also rely on the corporation's financial statements prepared by the corporation's public accountant.⁴²

Duty to Comply

Directors and officers are required to comply with the NFP Act and its regulations, the articles, the by-laws and any unanimous member agreement.⁴³ Directors are also subject to additional duties under the NFP Act. For example, directors are required to remain informed about the corporation's activities and to ensure the lawfulness of the articles and the purpose of the corporation.⁴⁴

Liability

As part of the role they play in the corporation, directors bear a degree of financial responsibility for their decisions and actions. For example, a director who votes for or consents to a resolution authorizing any of the following is liable to repay the corporation any money or other property so paid or distributed:

- a payment or distribution to a member, a director or an officer contrary to the NFP Act, and/or
- a payment of an indemnity (i.e., an obligation to pay for any loss or damage that has been or might be incurred by another individual) contrary to the NFP Act.^{[45](#)}

In addition, where a corporation encounters financial difficulties, its directors are liable to the employees for up to six months' of unpaid wages while they are directors and for the two years after their directorships ends.^{[46](#)}

Conflicts of Interest

One of the basic aims of the NFP Act is to prevent conflicts between the interests of the corporation and those of the directors or officers. For example, directors and officers must disclose in writing any personal interest they may have in a material contract with the corporation. If a director or officer fails to make such a disclosure, the corporation or a member may apply to a court to request that the contract be set aside and that the director/officer repay any profits or gains realized from the contract.^{[47](#)}

Indemnification by the Corporation

A corporation may want to consider putting in place some of the following methods to protect (indemnify) directors and officers of corporations from certain liabilities that could be imposed upon them. For example, a corporation could:

- purchase insurance to protect directors and officers against liabilities incurred in the exercise of their duties (often called D&O Insurance);
- agree to compensate directors and officers for losses they may suffer or costs they may incur while carrying out their duties, except if the director or officer has failed to act honestly and in the corporation's best interests; or

- advance funds to directors and officers to help them pay the costs of defending themselves in legal actions brought against them.⁴⁸

It is not permissible for a contract, the articles, by-laws or a resolution to relieve a director or officer from the duty to act in accordance with the NFP Act or the regulations, or to relieve them from liability for a breach of the NFP Act or the regulations.⁴⁹

However, members of a non-soliciting corporation may enter into a unanimous member agreement to transfer some or all of a specific director's responsibilities and powers to one or more members. In such a case, since the director's power or powers have been transferred away, he or she would not be held responsible for not exercising that power.⁵⁰ See [The Members](#).

Remuneration of Directors, Officers and Members

The directors of a corporation are entitled to fix reasonable levels of remuneration for the directors, officers and employees of a corporation, unless the corporation's articles or by-laws provide for a different arrangement. The NFP Act also specifically permits a director, officer or member to receive reasonable remuneration and expenses for any services to the corporation that are performed in any other capacity (e.g., in the capacity of a consultant to the corporation).

In the case of a corporation that is a registered charity under the *Income Tax Act* (Canada), it is important to be aware that certain provinces prohibit the payment of remuneration to directors, whether as a director or in any other capacity. This is because of an inherent conflict of interest between the interests of the director and the interests of the corporation. If the corporation is a registered charity, it is important to look into the laws of the province or territory in which the charity operates to determine if such a restriction applies.

Footnotes

¹ NFP Act, s. 138. ([Return to text](#))

² NFP Act, s. 32. ([Return to text](#))

- ³ NFP Act, s. 7(1). ([Return to text](#))
- ⁴ NFP Act, s. 125. ([Return to text](#))
- ⁵ NFP Act, s. 133(1). ([Return to text](#))
- ⁶ NFP Act, s. 128(3) and Regs. s.28(1). ([Return to text](#))
- ⁷ NFP Act, s. 128(8). ([Return to text](#))
- ⁸ NFP Act, s. 132(1). ([Return to text](#))
- ⁹ NFP Act, s. 132. ([Return to text](#))
- ¹⁰ NFP Act, s. 128(9) and Regs. s. 28(2). ([Return to text](#))
- ¹¹ NFP Act, s. 126(1). ([Return to text](#))
- ¹² NFP Act, s. 126(2). ([Return to text](#))
- ¹³ NFP Act, s. 125. ([Return to text](#))
- ¹² NFP Act, s. 128(3) and Regs. s.28(1). ([Return to text](#))
- ¹³ NFP Act, s. 128(4). ([Return to text](#))
- ¹⁶ NFP Act, s. 128(5) and (6). ([Return to text](#))
- ¹⁷ NFP Act, s. 129(1), 130 and 126(1). ([Return to text](#))
- ¹⁸ NFP Act, s. 130(1), (2) and (3). ([Return to text](#))
- ¹⁹ NFP Act, s. 130(2). ([Return to text](#))
- ²⁰ NFP Act, s. 131. ([Return to text](#))
- ²¹ NFP Act, s. 136(2). ([Return to text](#))
- ²² NFP Act, s. 128(7). ([Return to text](#))
- ²³ NFP Act, s. 132(6). ([Return to text](#))
- ²⁴ NFP Act, s. 130(3). ([Return to text](#))
- ²⁵ NFP Act, s. 132(1). ([Return to text](#))

²⁶ NFP Act, s. 132(1), (2),. ([Return to text](#))

²⁷ NFP Act, s. 132(4). ([Return to text](#))

²⁸ NFP Act, s. 132(5). ([Return to text](#))

²⁹ NFP Act, s. 130(4) and (5). ([Return to text](#))

³⁰ NFP Act, s. 132(3). ([Return to text](#))

³¹ NFP Act, s. 136(1). ([Return to text](#))

³² NFP Act, s. 136(2). ([Return to text](#))

³³ NFP Act, s.136(6). ([Return to text](#))

³⁴ NFP Act, s. 126 (3). ([Return to text](#))

³⁵ NFP Act, s. 136(1), 136(3) and 138(2). ([Return to text](#))

³⁴ NFP Act, s. 140(1). There are currently no regulations. ([Return to text](#))

³⁷ NFP Act, s. 136 (7). ([Return to text](#))

³⁸ NFP Act, s. 137. ([Return to text](#))

³⁹ NFP Act, s.2(1). ([Return to text](#))

⁴⁰ NFP Act, s. 142. ([Return to text](#))

⁴¹ This is a lower standard than the common law *subjective* standard of care, which tests a person's actions against what may reasonably be expected from a person of his/her knowledge and experience, that applies under the CCA. ([Return to text](#))

⁴² NFP Act, s. 148(1), 149(1) and (2), 150(1) and (2). ([Return to text](#))

⁴³ NFP Act, s. 148(2). ([Return to text](#))

⁴⁴ NFP Act, s. 148(3). ([Return to text](#))

⁴⁵ NFP Act, s. 145. ([Return to text](#))

⁴⁶ NFP Act, s. 146. ([Return to text](#))

⁴⁷ NFP Act, s. 141. ([Return to text](#))

⁴⁸ NFP Act, s. 151. ([Return to text](#))

⁴⁹ NFP Act, s. 148(4). ([Return to text](#))

⁵⁰ NFP Act, s. 170(5). ([Return to text](#))

Corporations Canada

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Organizing Resolutions of Directors for Adoption at First Meeting of the Directors

Organizing Resolutions of the Directors of (insert name of corporation)(the "Corporation") on (insert date).

The undersigned, being all of the directors of the Corporation, hereby sign the following resolutions:

Adoption of By-laws

Resolved that the set of by-laws relating generally to the transaction of the affairs of (insert name of corporation) be passed.

Appointment of officers

Resolved that the following persons be and are hereby appointed officers of the Corporation to hold office for a term of (insert number) years or until a successor is appointed, whichever occurs first:

- Chair of the board: (insert name)
- President: (insert name)
- Vice-president: (insert name)
- Secretary: (insert name)
- Treasurer: (insert name)

Appointment of interim public accountant to hold office until the first meeting of members

Resolved that (name of public accountant) is hereby appointed interim public accountant of the Corporation to hold office until the close of the first members meeting.

(omit this resolution if no interim public accountant is appointed)

Issuance of memberships

Resolved that the following persons are admitted as members of the Corporation and memberships of the Corporation be issued to these persons (insert names).

Banking resolution

Resolved that the banking resolution, in the form required by the (indicate the name of bank), a copy of which is annexed hereto as Schedule (insert schedule number), is hereby approved.

(Insert the appropriate form of banking resolution, which is provided by your bank, here.)

Financial year end

Resolved that the financial year of the Corporation shall end on (insert the day and month) in each year.

General appointment of signing officers

Resolved that in accordance with the provisions of the by-laws of the Corporation, all contracts, documents and instruments in writing requiring a signature of the Corporation, as well as all cheques, drafts, or orders for the payment of money and all notes and acceptance and bills of exchange, may be signed by (insert either "any director or officer" or "any two directors or officers" as appropriate under the by-laws) until such time that such appointment is revoked. In addition, the directors may, from time to time, direct the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed.

Adoption of forms for corporate records and debt obligation certificates

Resolved that the form of registers, membership certificate and debt obligation certificate annexed hereto is approved and adopted as the form of certificate for the Corporation.

(omit reference to debt obligation certificates if none is issued)

Corporate Seal

Resolved that a seal, an impression of which appears in the margin hereof is approved and adopted as the corporate seal of the Corporation.

(There is no requirement for a corporation to have a corporate seal. If you decide not to have one, omit this resolution.)

Location of registered office and mailing address

Resolved that the location of the registered office of the Corporation be (insert address) and the mailing address for the Corporation be the same as the registered office address.

Location of books and records

Resolved that the Corporation maintain at its registered office the records and registers of the Corporation or as the board determines from time to time.

First members meeting

Resolved that a special meeting of the first members of the Corporation be held on (insert date) for the purpose of confirming the by-laws, electing directors, appointing a public accountant, and transacting such other business as may properly come before the meeting.

The undersigned, being all the directors of the Corporation, hereby consent, by their signatures, to the foregoing resolutions pursuant to the provisions of the *Canada Not-for-profit Corporations Act*.

Dated this (insert date)

Director: *(signature)*

(The resolutions must be signed by all directors, either on one document or on a series of identical documents that will be deemed to constitute one document for the purposes of this Act.)

Corporations Canada

The Members

- [Membership](#)
- [Rights and Responsibilities of Members](#)
- [Members Meetings](#)
- [Member Resolutions](#)
- [Member Agreements](#)
- [Member Remedies](#)
- [Dispute Resolution](#)

Membership

Conditions of Membership

The articles are required to set out the classes, or regional or other groups, of members that the corporation is authorized to have. In addition, if there are two or more classes of membership, the voting rights attached to each of the classes must also be explained.

The by-laws must set out the conditions required for being a member of the classes described in the articles. Note that this information may instead be in the articles. Conditions of membership express the corporation's requirements for issuing a membership in a particular class (i.e., admitting someone as a member of the corporation). Membership conditions can be broad in nature, such as having a class of members open to all persons who have donated to the corporation. Conditions can also be restrictive in nature, such as having a class of members who are limited to the board of directors of the corporation, the board of directors of another corporation, or even one named person or corporation. The conditions of membership should establish whether or not a body corporate can be a member.

Classes of Membership and How to Change Classes and Members' Rights

The articles set out the classes or groups of members and their voting rights. A corporation may have only one class of members, in which case, all members are voting members. Alternatively, a corporation may have two or more classes of members, as long as the articles give the right to vote to at least one class.

If the directors wish to change the classes described in the articles, or the voting rights attached to a class of members, an amendment to the articles of the corporation and, in some cases, to the by-laws of the corporation will be required. In either situation, a special resolution of the members is needed. For further information, see [Member Resolutions](#). It should be noted that, in certain circumstances involving changes to membership classes and voting privileges, the members of a class or group of members may be entitled to vote separately as a class or group. See [Right to Vote and Class or Other Group Votes](#).

Becoming and Ceasing to be a Member

Membership in a corporation is issued in accordance with the requirements of the articles and by-laws. The first members of a corporation are usually approved by resolution passed by the directors at their first meeting. Initial members will be admitted at that meeting, and new

members may then be admitted afterwards, from time to time. It is also possible for the directors to delegate the authority for issuing memberships to a committee or officer of the corporation.

Unless the by-laws or articles say otherwise, a member will cease to hold a membership in a corporation if:

- the member dies;
- the member resigns;
- the member is expelled or their membership is terminated in accordance with the articles or by-laws;
- the member's term of membership expires; or
- the corporation is liquidated and dissolved under the NFP Act.

Disciplining a Member

The NFP Act specifically allows the articles or by-laws of a corporation to give the power to discipline a member or to terminate their membership to the directors, the members, or any committee of directors or members. However, if the articles or by-laws provide for this power, they must also set out the circumstances and the manner in which the power may be exercised. This means that either the articles or the by-laws must prescribe the process to be followed to terminate a membership or discipline a member, including matters such as:

- notice to the member;
- whether the member will be given the right to be heard or provide submissions;
- how the decision to terminate or discipline is to be made by the corporation; and
- whether the decision is final and binding on the member, or is subject to appeal.



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Rights and Responsibilities of Members

Right to Vote, and Class or Other Group Votes

The classes of membership described in the articles may be voting or non-voting. If the articles provide for two or more classes of members, the articles must provide the members of at least one class with the right to vote at a meeting of members. In other words, it is not permissible for a corporation to have no voting members.

Unless the articles provide otherwise, each member is entitled to one vote at a meeting of members. The members of a corporation that has only one class of members have the right to vote at any meeting of the members.

If a corporation has more than one class of members, the members of each class will have certain built-in protections. The NFP Act provides that the members of a class are entitled to vote separately as a class on a proposal to make certain amendments to the articles and by-laws.¹ These amendments are those that:

1. exchange, reclassify or cancel all or part of the memberships of a particular class;
2. add, change or remove rights or conditions attaching to memberships of a particular class (including reduction or removal of a liquidation preference) or add, remove or change prejudicially voting or transfer rights of a particular class;
3. increase the rights of any other class having equal or superior rights to those of a particular class;
4. increase the rights of a class of members having rights inferior to those of a particular class to make the inferior class equal to or superior to the particular class;
5. create a new class having rights equal to or superior to those of a particular class;
6. exchange or create a right of exchange of all or part of the memberships of another class into memberships of a particular class.

Sections (a) and (e) are optional and the articles may provide that these rights do not apply to certain membership classes of a corporation. If this option is chosen, it means that, for example, under section (a) other classes of members could cancel a particular class of members without the approval of the class of members being cancelled. Under section (e), it means that new classes of members with equal or superior rights to an affected class can be added to the articles without the approval of the affected class.

All of the other changes referred to above in sections (b), (c), (d) and (f) provide specific class protections (which cannot be removed in the articles) that allow each class to vote separately as a class concerning the matters referred to in those sections. This right to have a separate class vote applies even where a particular class does not otherwise carry a right to vote in the articles.

Separate class votes are also provided in the NFP Act with respect to the approval of fundamental changes, such as amalgamation or continuance. For further information, see [Changing the Structure or Nature of the Corporation](#).



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Notice of Meetings of Members

Notices of meetings of members must be provided in accordance with the by-laws to the following persons:

- each member entitled to vote;
- each director; and

- the public accountant of the corporation.

Members who are entitled to receive notice are those who appear in the members register on a certain date called the “record date.” The directors may fix, by resolution, a record date that is not more than 60 days and not less than 21 days before the meeting. If the directors do not take this action, then the NFP Act provides that the record date is the close of business on the day immediately preceding the day on which notice is given or, if no notice is given, the day on which the meeting is held.²

The provisions of the by-laws that deal with the giving of notice must comply with the regulations under the NFP Act. The regulations provide minimum and maximum notice periods for meetings and require that the by-laws specify one or more of the following means of giving notice:

- by mail, courier or personal delivery to each member entitled to vote at the meeting during a period of 21 to 60 days before the meeting;
- by telephonic, electronic or other communication facility to each member entitled to vote at the meeting during a period of 21 to 35 days before the meeting;
- by affixing the notice, no later than 30 days before the meeting, to a notice board where information about the corporation’s activities is regularly posted in a location that is frequented by the members; and
- if the corporation has more than 250 members, by publication using one of the following two means:
 - at least once in each of the three weeks immediately before the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the members reside as shown by their addresses in the register of members; or
 - at least once in a publication of the corporation that is sent to all its members, during the period of 21 to 60 days before the day on which the meeting is to be held.

If the provisions of the by-laws do not comply with the above requirements, or if no method is provided for in the by-laws, the notice must be mailed or personally delivered to the members 21 to 60 days before the day on which the meeting is to be held.³

Member Proposals

Generally, the directors are responsible for setting the agenda of members meetings. However, members have a right to add items to the agenda by submitting a notice – known as a “proposal” – to the corporation 90 to 150 days before the anniversary of the previous annual meeting of members. In this regard, any member entitled to vote at an annual meeting of members may submit a proposal to the corporation about any matter that the member wishes to raise at the meeting.⁴ This includes the right of a voting member to submit a proposal to make, amend or repeal by-laws.

If a proposal includes nominations for the election of directors, the NFP Act states that the proposal must be signed by at least 5% of the members entitled to vote at the annual meeting. However, the Act also permits the corporation to use its by-laws to lower this percentage (for example “at least 2%”), but not to raise it.

With few exceptions, the corporation is required to include the proposal in the notice of meeting that is sent to the members.⁵ If requested by the member who submits a proposal, the corporation is required to include in the notice of meeting a statement by the member in support of the proposal and the name and address of the member. The regulations provide that the statement and proposal shall not exceed 500 words in total.

The member who submitted the proposal is required to pay any cost of including the proposal and statement in the notice of meeting unless it is otherwise provided in the by-laws or in an ordinary resolution of the members present at the meeting.

It should be noted that directors are not obliged to include the proposal if:

- the submission of the proposal does not meet the requirements above; or
- the proposal is improper, in that:
 - it is intended to enforce a personal claim or redress a personal grievance against the corporation, or its directors, officers, members or debt obligation holders;
 - it does not relate in a significant way to the activities or affairs of the corporation;
 - not more than 2 years before the receipt of the proposal, the member failed to raise the matter covered by the proposal at a meeting of members;
 - it is substantially the same as a proposal previously submitted to members less than 5 years ago and it did not receive the minimum required support at that meeting⁶; or
 - the rights to submit proposals are being abused to secure publicity.



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Requisition of Meeting

The directors are responsible for calling annual and special meetings of members, but members who hold at least 5% of the voting rights may require the directors to call a meeting of members.⁷ This is called a “requisition.” The requisition (which may consist of several documents, each signed by one or more members) must state the business to be transacted at the meeting and must be sent to each director and to the registered office of the corporation.

If the directors fail to call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call a meeting and the corporation must reimburse the member for the cost of doing so.

It should be noted that directors are not obliged to call a meeting if:

- the directors have already established a record date for determining members entitled to receive notice of a meeting of members (i.e. the directors have already started the process to call a members meeting);
- the directors have already called a meeting, or
- the business stated in the requisition is improper in that:
 - it is intended to enforce a personal claim or redress a personal grievance against the corporation, or its directors, officers, members or debt obligation holders;
 - it does not relate in a significant way to the activities or affairs of the corporation;
 - not more than 2 years before the receipt of the proposal, the member failed to raise the matter covered by the proposal at a meeting of members;
 - it is substantially the same as a proposal previously submitted to members less than 5 years ago and it did not receive the minimum required support at that meeting⁸; or
 - the rights to submit proposals are being abused to secure publicity.

Election and Dismissal of Directors

The first directors listed in the notice of directors filed with the Articles of Incorporation hold office until the first meeting of members, which must be held within 18 months of incorporation.

At the first meeting of members, and at each subsequent annual meeting where an election of directors is required under the by-laws, the members must elect directors. Election of directors is by ordinary resolution, unless the articles require otherwise.⁹

Members may also remove directors and fill vacancies on the board. See [The Directors](#).

Approval or Confirmation of By-laws and By-law Amendments

Generally, the NFP Act requires that by-law amendments be made by the directors, subject to later confirmation by ordinary resolution of the members. By-laws and their amendments are generally effective immediately upon board approval but cease to be effective if not confirmed by the members at their next meeting.¹⁰

Certain “special by-laws” require a special resolution of members. These by-law amendments are effective immediately upon passage of the special resolution of members. If the subject matter of the by-law amendments addresses the matters referred to in section (1) above, approval of these special by-law amendments will require a separate class vote.¹¹ Where a separate class vote is required, members of a class who do not otherwise have the right to vote are also permitted to vote separately as a class. For further information on by-law amendments, see [Changing By-laws](#).

Access to Corporate Records

A corporation is obliged to keep certain corporate records at its registered office or at some other location in Canada established by the board of directors.¹²

A member, a member's personal representative, and any creditor of a corporation may examine and take extracts from these records, with the exception of the register of members. Any such person who wishes to examine the debt obligation register of a corporation must first make a request to the corporation, its agent or other designated representative accompanied by a statutory declaration¹³ If the member wishes to examine a corporation's register of members or obtain a list of members, additional requirements must be met.

A reasonable fee may be charged by the corporation for extracts except that a member is entitled, on request and without charge, to one copy of the articles and by-laws, any amendments to them, and any unanimous member agreement. Any examination of corporate records must take place during the corporation's regular business hours. See [Corporate Records and Filing Obligations](#).



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Receive Corporation's Financial Statements and Public Accountant's Report

Directors are required to provide the members with the corporation's financial statements, including the public accountant's report, before every annual meeting. The comparative financial statements must be prepared in accordance with the generally accepted accounting principles set out in the Canadian Institute of Chartered Accountants Handbook – Accounting, or the Canadian Institute of Chartered Accountants Public Sector Accounting Handbook. Furthermore, the financial statements must consist of the following statements:

- a statement of financial position or a balance sheet;
- a statement of comprehensive income or a statement of retained earnings;
- a statement of changes in equity or an income statement; and
- a statement of cash flows or a statement of changes in financial position.¹⁴

It is possible for a corporation to apply to Corporations Canada for relief from these requirements in certain circumstances.

A corporation is required to send a copy or a summary of the financial statements or a copy of a publication of the corporation containing the financial information or a summary of such information to each member not less than 21 days but not more than 60 days before the annual meeting of members or before the day on which a resolution in writing is signed by the members. If a summary of the information is provided to the members, the corporation must tell the members how to access a full copy of the documents free of charge.¹⁵

If the by-laws specifically permit, instead of sending the financial statements to each member, the corporation may provide notice to the members that the financial statements are available at the registered office of the corporation and that any member may obtain a free copy in person or by pre-paid mail.¹⁶ If the members consent in writing, the corporation may post the information on its website and notify the members in writing of the availability of the documents on its website.¹⁷

Approve Major or Fundamental Changes

In most cases, fundamental changes (e.g., continuance, amalgamation, amendments to articles) require approval by special resolution of the members and sometimes by separate class votes. Information on amendments to articles is provided above in [Right to Vote, and Class or Other Group Votes](#). For information on fundamental changes, see [Changing the Structure or Nature of the Corporation](#).

Immunity of Members from Liability

Members of a corporation are not liable for any liability (e.g., debts) of the corporation caused by any act or default of the corporation.¹⁸ However, if a member is also involved in the corporation in a different capacity, for example as a director, officer or employee, the member would not be immune from a liability that might arise from those capacities.



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Members Meetings

When to Hold Meetings and Resolutions in Writing

A corporation is required to hold a members meeting within 18 months of the date the corporation comes into existence.¹⁹ After that, annual meetings must be held no later than 15 months from the last preceding annual meeting and in any event not later than 6 months after its preceding financial year end.

Alternatively, the members may sign a resolution in writing instead of holding a meeting (see [Members Resolutions](#)). A properly-signed resolution in writing is just as valid as if it had been passed at a meeting of members.²⁰ A resolution in writing must be signed by all members who would have been entitled to vote at the annual meeting and must be retained in the corporation's records.

It should be noted that the members may not sign a resolution in writing instead of holding a meeting if a meeting has been called to replace:

- a director and the director has provided a written statement²¹ explaining his/her resignation or opposition to being removed; or
- the public accountant and the public accountant has provided a written statement²² explaining his/her resignation or opposition to being removed.

A resolution in writing is particularly useful for small membership corporations. The date of the meeting or the resolution in writing (if a meeting is not held) must be indicated on the corporation's annual return.

Notice Requirements

A corporation is required to provide notice to the members of the time and place of an annual meeting in accordance with its by-laws.²³ The provisions of the by-laws relating to notice must comply with the NFP Act and its regulations (i.e., they must set out one or more of the notice options that are in the regulations). The options for giving notice are:

- Notice by mail, courier or personal delivery to each member and debt obligation holder entitled to vote at the meeting, no more than 60 days and no fewer than 21 days before the meeting date.
- Notice by telephonic, electronic or other communications facility to each member and debt obligation holder entitled to vote at the meeting, no more than 35 days and no fewer than 21 days before the meeting date.
- By affixing the notice to a notice board where information respecting the corporation's activities is regularly posted and that is located in a place frequented by the members no later than 30 days before the day on which the meeting is to be held; and
- If a corporation has more than 250 members, by publication:
 - at least once in each of the 3 weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the members reside, or
 - at least once in a publication of the corporation that is sent to all its members, no more than 60 days and no fewer than 21 days before the meeting date.

If the provisions of the by-laws do not comply with the above requirements, or if no method is provided for in the by-laws, the notice must be mailed or personally delivered to the members 21 to 60 days before the day on which the meeting is to be held.²⁴

If the by-laws provide for an electronic means of giving notice, they must also provide for a non-electronic alternative means of giving notice to ensure that everyone who is entitled to vote can receive notice of the meeting.

For examples of these documents, see Notice of Annual Members Meeting and Minutes of Annual Members Meeting, and Written Resolutions of Members.

Agenda for an Annual Meeting

The agenda for an annual meeting, which should be included with the notice of meeting sent to members, should include the following items:

- consideration of the financial statements;
- receipt of report from the public accountant;
- appointment of a public accountant (or, in the case of a designated corporation, a resolution of the members to dispense with the appointment of a public accountant); and
- election of directors.

The directors may also include other items of business on the agenda. Examples of other items of business include such matters as general by-law amendments that require confirmation by the members; articles of amendment; or other similar changes.

Location of Annual Meeting

The annual meeting of members must be held in Canada at a place specified in the by-laws or, if the by-laws do not contain such a provision, at a place that the directors determine. An annual meeting may be held outside of Canada only if permitted by the corporation's articles or if all of the members entitled to vote at the meeting agree.²⁵



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Electronic Meetings and Electronic Voting

Unless otherwise provided by the by-laws, any person entitled to attend a meeting of members may attend the meeting by using a telephonic, electronic or other communication facility. The communications system used must permit all participants to communicate adequately with each other during the meeting. In such a case, the corporation must make these facilities available.²⁶

If the directors or members intend to call a meeting under the NFP Act, they may decide that the meeting should be held entirely by using a telephonic, electronic or other communication facility, as long as the by-laws specifically allow the use of such communications systems. The communications system used must permit all participants to communicate adequately with each other during the meeting.

Absentee Voting

The by-laws may allow members to vote at meetings of members, even when they are not physically present at the meeting. This is known as “absentee voting”.²⁷ If a corporation wishes to permit its members to vote by absentee voting, its by-laws must include an option or options allowing members to vote selected from those permitted under the NFP Act. The types of absentee voting permitted under the Act are:

- voting by proxy;
- voting by mailed-in ballots; and
- voting by means of a telephonic, electronic or other communication facility.

If the by-laws include one of the above methods of absentee voting, they must also set out the procedures for collecting, counting and reporting the results of any vote.

Quorum²⁸

A quorum of members must be present in order to make decisions at annual or [Special Meetings](#) of members. Without a quorum, any business carried out at a meeting is not binding on the corporation. The by-laws of a corporation usually contain the quorum requirement which must be a fixed number of members, a percentage of members, or a percentage of members that is determinable by a formula. If the by-laws are silent on the subject, then a quorum is a majority of the members entitled to vote at the meeting.²⁹

Minutes

The corporation must keep a written record of each meeting of members and any committee of members. This written record is referred to as the “minutes” of the meeting. The minutes of meetings should be kept in the corporation’s minute book (i.e. a book or other device where the minutes and resolutions of the corporation are recorded). Minutes of meetings usually include the following information:³⁰

- where and when the meeting was held;
- who attended; and
- the results of any voting in the form of resolutions.

For an example of the minutes of an annual members’ meeting, see Notice of Annual Members Meeting and Minutes of Annual Members Meeting.

In addition, the corporation must keep any resolutions of members and of any committee of members in the corporation’s minute book.

Special Meetings

Special meetings of members may also be called by the directors to make decisions concerning special business. Special business is generally considered to be any business other than the annual business to be transacted at an annual meeting of members. For example, special business may include the approval of a fundamental change such as amalgamation. If an annual meeting includes special business, it is called an “annual and special meeting of members.”

Whenever special business is included on the agenda of a meeting, the notice of the meeting must state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business, and also state the text of any special resolution to be submitted to the meeting.

Member Resolutions

Members make decisions by voting on resolutions, which can either be passed at members' meetings or adopted by signing written resolutions instead of holding meetings. Decisions can be made by ordinary, special or unanimous resolutions or by consensus decision-making. The articles may also require a greater number of members' votes to make a decision than are required by the NFP Act.^{[31](#)}

“Ordinary resolutions” require a simple majority of votes cast by the members entitled to vote and who are in attendance at a meeting to be adopted. For example, the election of directors is a decision that is usually made by ordinary resolution.

“Special resolutions” require the approval of two-thirds (2/3) of the votes cast by the members entitled to vote and who are in attendance at a meeting to be adopted. For example, fundamental changes such as amalgamation and continuance require special resolutions.

“Unanimous resolutions” require the approval of all the votes cast by members entitled to vote to be adopted. For example, the members of a designated corporation may pass a resolution to dispense with the appointment of a public accountant as long as the resolution is consented to by all of the members that are entitled to vote at the annual meeting.

If there are two or more classes or groups of members, the members of each class may be entitled to vote separately as a class to pass ordinary or special resolutions to approve certain matters that specifically affect that class or group.

It is possible for the by-laws to include a provision allowing the members to make decisions by consensus, even in cases where the NFP Act requires a vote. This does not apply, however, to a vote by members of a designated corporation not to appoint a public accountant, or to situations where a special resolution is required. It is important for such by-laws to clearly define what is meant by “consensus”, and how to determine when a consensus cannot be reached. A decision made by consensus is deemed to satisfy any requirement under the NFP Act for the taking of a vote. However, if the members cannot reach a consensus, the by-laws must establish a process for referring such matters to a vote.^{[32](#)}

In most cases, a resolution in writing signed by the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of members. A resolution in writing requires the signatures of all of the voting members of the corporation.^{[33](#)} See Written Resolutions of Members.

Member Agreements

Voting members of a corporation may wish to enter into an agreement on how they will vote on certain issues. For example, if there are three individuals who are the voting members, they could agree to vote so that all three are elected as directors.

Voting members of a corporation may also enter into a unanimous member agreement that permits decision-making power to be transferred from the directors to the members, as long as the corporation is not a soliciting corporation under the NFP Act.³⁴ A unanimous member agreement is most useful when a corporation has few members, since it can serve to dispense with the formal division of powers between directors and members by moving all decision-making to the membership level.

If a non-soliciting corporation has only one member, a written declaration of the sole member transferring the powers of the directors to that member is valid under the NFP Act.

Member Remedies

A remedy is a way for a member to ask a court to enforce a right or to address a problem with a corporation. Listed below are the remedies available to members under the NFP Act:

Oppression Remedy³⁵ – A complainant (which includes a member or former member) may apply for an oppression remedy on the basis that any act or omission of the corporation, or the exercise of the powers of the directors or officers of the corporation, is oppressive or unfairly prejudicial or unfairly disregards the interests of the member. The court may make any order it thinks fit, including an order:

- appointing directors in place of or in addition to the directors then in office;
- directing a corporation or any other person to pay a member all or part of the amount that the member paid for their membership; and
- compensating an aggrieved person. (Note: This remedy is not available to religious corporations that are successful in advancing a “faith-based defence” (i.e., if the court is satisfied that the corporation is a religious corporation, that the conduct in question is based on a tenet of faith held by the members of the corporation and that it was

reasonable to base the conduct on a tenet of faith, having regard to the activities of the corporation).³⁶

Derivative Action³⁷ – A member may apply to the court for an order allowing the member to bring an action in the name of and on behalf of a corporation or to intervene in an action to which the corporation is party. This remedy is not available to religious corporations that are successful in advancing a “faith-based defence”.³⁸

Compliance or Restraining Order³⁹ – A member may apply to a court for a compliance or restraining order:

- directing the corporation or any director, officer, employee, agent or mandatory⁴⁰, public accountant, trustee, receiver, receiver-manager, sequestrator⁴¹ or liquidator of a corporation to comply with the NFP Act, the regulations, the corporation’s articles, by-laws or a unanimous member agreement, or
- restraining any person from acting in breach of them.

Examples of situations in which such an order might be sought include the corporation failing to call an annual meeting of members as required under the NFP Act, or a soliciting corporation failing to have more than three directors on its board.

Court ordered liquidation and dissolution on application of a member⁴² – A member may apply to the court for an order liquidating and dissolving a corporation or any of its affiliates if the court is satisfied that certain specified grounds exist. This could include situations where an act or omission of the corporation is oppressive or unfairly prejudicial to, or unfairly disregards the interests of any member, or where the court is satisfied that it is just and equitable that the corporation should be liquidated and dissolved. A faith-based defence is also available to religious corporations.

Dispute Resolution

The NFP Act is silent on how disputes between members, or between a group of members and the directors, may be resolved.⁴³ A corporation may wish to address this issue by providing a mechanism in its by-laws for resolving disputes between members. Possible dispute resolution mechanisms include: information exchange; non-binding mediation; and binding arbitration. The corporation will need to decide what mechanism is best suited to its particular circumstances, taking into consideration such matters as the purposes of the corporation, its activities and the size and type of membership.

Footnotes

¹ NFP Act, s. 199(1). ([Return to text](#))

² NFP Act, s. 161. ([Return to text](#))

³ NFP Act, s.162(2) and s. 272(1). ([Return to text](#))

⁴ NFP Act, s. 163(1). ([Return to text](#))

⁵ NFP Act, s. 163(6). ([Return to Text](#))

⁶ Section 68 of the Regulations provides that the prescribed minimum amount of support is ([Return to Text](#))

- 3% of the total number of memberships voted, if the proposal was raised at one annual meeting of members;
- 6% of the total number of memberships voted at its last submission to members, if the proposal was raised at two annual meetings of members; and
- 10% of the total number of memberships voted at its last submission to members, if the proposal was raised at three or more annual meetings of members.

⁷ It should be noted that Section 167(1) allows the by-laws to stipulate a lower percentage of voting members. ([Return to Text](#))

⁸ Section 68 of the Regulations provides that the prescribed minimum amount of support is ([Return to Text](#))

- 3% of the total number of memberships voted, if the proposal was raised at one annual meeting of members;
- 6% of the total number of memberships voted at its last submission to members, if the proposal was raised at two annual meetings of members; and
- 10% of the total number of memberships voted at its last submission to members, if the proposal was raised at three or more annual meetings of members.

⁹ NFP Act, s. 7(4). ([Return to Text](#))

¹⁰ NFP Act, s. 152. ([Return to Text](#))

¹¹ NFP Act s. 199(1). ([Return to Text](#))

¹² NFP Act, s. 21(1). ([Return to Text](#))

¹³Section 22(5) requires the statutory declaration to state the name and address of the applicant and, if the applicant is a corporation, its address for service. It must also state that the list of debt obligation holders or the information contained in the debt obligation register will not be used except as required by subsection (7) in connection with: (a) an effort to influence the voting of debt obligation holders of the corporation; (b) an offer to acquire debt obligations of the corporation; or (c) any other matter relating to the debt obligations or affairs of the corporation. ([Return to Text](#))

¹⁴ NFP Act, s. 172 and Regs. s. 75 and s. 79. ([Return to Text](#))

- ¹⁵ NFP Act, s. 175(1). ([Return to Text](#))
- ¹⁶ NFP Act, s. 175(2). ([Return to Text](#))
- ¹⁷ NFP Act, s. 266(1) and (2), Regs. s. 10. ([Return to Text](#))
- ¹⁸ NFP Act, s. 36(1). ([Return to Text](#))
- ¹⁹ NFP Act, s. 160. ([Return to Text](#))
- ²⁰ NFP Act, s. 166. ([Return to Text](#))
- ²¹ NFP Act s. 131(1). ([Return to Text](#))
- ²² NFP Act s. 187(4). ([Return to Text](#))
- ²³ NFP Act, s. 162(1). ([Return to Text](#))
- ²⁴ NFP Act, s.162(2) and s. 272(1). ([Return to Text](#))
- ²⁵ NFP Act, s. 159(1)-(3). ([Return to Text](#))
- ²⁶ NFP Act, s.159(4)-(5). ([Return to Text](#))
- ²⁷ NFP Act, s. 171(1). ([Return to Text](#))
- ²⁸ NFP Act, s. 164, Regs s.70. ([Return to Text](#))
- ²⁹ NFP Act, s. 164, Regs s.70. ([Return to Text](#))
- ³⁰ NFP Act, s. 21. ([Return to Text](#))
- ³¹ NFP Act, s. 7(4). ([Return to Text](#))
- ³² NFP Act, s. 137. ([Return to Text](#))
- ³³ NFP Act, s. 166. ([Return to Text](#))
- ³⁴ NFP Act, s. 170. ([Return to Text](#))
- ³⁵ NFP Act, s. 253. ([Return to Text](#))
- ³⁶ NFP Act, s. 253(2). ([Return to Text](#))
- ³⁷ NFP Act, s. 251. ([Return to Text](#))

³⁸ NFP Act, s. 251(3). ([Return to Text](#))

³⁹ NFP Act, s. 259. ([Return to Text](#))

⁴⁰ In Quebec, a mandatary is an individual or a body corporate that has the power to represent another person according to a mandate contract. In provinces other than Quebec, the reference would be to an agent. ([Return to Text](#))

⁴¹ In Quebec, the term "sequestrator" is used to reflect civil law concepts. In provinces other than Quebec, the term "receiver" is used to reflect common law concepts. ([Return to Text](#))

⁴² NFP Act, s. 224. ([Return to Text](#))

⁴³ NFP Act, s. 158 and Part 16. ([Return to Text](#))

Corporations Canada

- Print
- Email
- Share

Organizing Resolutions of Members for Adoption at First Meeting of the Members

Organizing Resolutions of the Members of (insert name of corporation)
(the "Corporation") on (insert date)

The undersigned, being all of the members of the Corporation, hereby sign the following resolutions:

Adoption of By-laws

Resolved that the set of by-laws relating generally to the transaction of the affairs of (insert name of corporation) be passed.

Election of Directors

Resolved that (insert names) are hereby elected directors of the Corporation to replace the first directors to hold office for a term of (insert number) years or until successors are elected, whichever occurs first.

Appointment of public accountant

Option 1– All corporations

Resolved that (name of public accountant) is hereby appointed the public accountant of the Corporation to hold office until the close of the next annual members meeting or until a successor is appointed, at such remuneration as may be fixed by the directors, and the directors are hereby authorized to fix such remuneration.

(The public accountant can be the same as the interim public accountant appointed by the director(s).)

Option 2 – Soliciting and non-soliciting designated corporations that wish to waive the appointment of a public accountant

Resolved that the appointment of a public accountant for the Corporation is hereby waived until the close of the next annual members meeting or until a public accountant is appointed.

The undersigned, being all the members of the Corporation, hereby consent, by their signatures, to the foregoing resolutions pursuant to the provisions of the *Canada Not-for-profit Corporations Act*.

Dated this (insert date)

Member: *(signature)*

(The resolutions must be signed by all members, either on one document or on a series of identical documents that will be deemed to constitute one document for the purposes of this Act.)

Annual Resolution of Members

Annual Resolutions of the Members of (insert name of corporation) (the "Corporation") on (insert date)

The undersigned, being all of the members of the Corporation, hereby sign the following resolutions:

Approval of minutes

Resolved that the minutes of the previous annual members meeting of the Corporation held on (insert date) are hereby approved.

Appointment of a public accountant

Option 1 – All corporations

Resolved that (indicate name of public accountant) is hereby appointed the public accountant of the Corporation to hold office until the close of the next

annual members meeting or until a successor is appointed, at such remuneration as may be fixed by the directors, and the directors are hereby authorized to fix such remuneration.

Option 2 – Soliciting and non-soliciting designated corporations that wish to waive the appointment of a public accountant

Resolved that the appointment of a public accountant for the Corporation is hereby waived until the close of the next annual members meeting or until a public accountant is appointed.

Election of Directors

Resolved that (insert name) is hereby elected a director of the Corporation to hold office for a term of (insert number) years or until a successor is elected, whichever occurs first.

The undersigned, being all the members of the Corporation, hereby consent, by their signatures, to the foregoing resolutions pursuant to the provisions of the *Canada Not-for-profit Corporations Act*.

Dated this (insert date)

Member: *(signature)*

(The resolutions must be signed by all members, either on one document or on a series of identical documents that will be deemed to constitute one document for the purposes of this Act.)

Corporations Canada

Corporate Records and Filing Obligations

- [Corporate Records](#)
- [Accounting Records](#)
- [Your Reporting Obligations under the *Canada Not-for-profit Corporations Act* \(NFP Act\)](#)

Corporate Records

A corporation is required to keep certain records at its registered office or at some other location in Canada chosen by the board of directors. These records must include the following:

- a. all articles of the corporation, (e.g., Articles of Incorporation, Articles of Continuance, Articles of Amalgamation); by-laws and their amendments; and unanimous members agreements;
- b. minutes of meetings of members and committees of members;
- c. resolutions of members and committees of members;
- d. if any debt obligations are issued by the corporation, a debt obligations register showing: the name and residential or business address of each debt obligation holder; an e-mail address, if the debt obligation holder has consented to receiving information or documents electronically; the date on which each person named in the register became a debt obligation holder; the date on which each person named in the register ceased to be a debt obligation holder; and the principal amount of each of the outstanding debt obligations of each debt obligation holder
- e. a directors register showing: the name and residential address of each director; an e-mail address, if the director has consented to receiving information or documents electronically; the date on which each person named in the register became a director; and the date on which each person named in the register ceased to be a director;
- f. an officers register showing: the name and residential address of each officer; an e-mail address, if the officer has consented to receiving information or documents electronically; the date on which each person named in the register became an officer; and the date on which each person named in the register ceased to be an officer; and
- g. a members register showing: the name and residential or business address of each member; an e-mail address, if the member has consented to receiving information or documents electronically; the date on which each person named in the register became a member; the date on which each person named in the register ceased to be a member; and the class or group of membership of each member, if any.

In addition, the corporation must prepare and maintain minutes of meetings and resolutions adopted by the directors and committee of directors.

The records described in (a) to (g) above, together with the [Accounting Records](#), must be open to inspection by the directors at all reasonable

times. In addition, following a request from a director, the corporation must provide the director with any extract of the records free of charge.

Upon request, a member, a member's personal representative, and a creditor (e.g., a landlord or supplier) may examine the records referred to in (a) to (f) above and may, on payment of a reasonable fee, obtain copies of such records during the corporation's usual business hours.

Also upon request, a member is entitled to receive, free of charge, one copy of the articles and by-laws, as well as amendments to these documents and any unanimous member agreements. If a member wishes to examine a corporation's register of its members (referred to in (g) above), or the debt obligations register that lists debt obligation holders, or to obtain a list of members or debt obligation holders,¹ additional requirements must be met.

Accounting Records

The corporation must also prepare and maintain adequate accounting records. The NFP Act does not require that such accounting records be available for review by members, except in the case of financial statements. It should be noted that a corporation must keep its accounting records for a period of six years after the end of the financial period to which the accounting records relate. For information on additional record-keeping requirements under the *Income Tax Act* (Canada), visit the [Canada Revenue Agency's website](#).

Footnotes

¹ NFP Act, s. 22(4) to (7). ([Return to text](#))

Corporations Canada

Financial Statements and Review

- [Financial Statements](#)
- [Level of Financial Review](#)
- [Qualifications of Public Accountant](#)

Financial Statements

A corporation must prepare financial statements each year which comply with the requirements of the Canada Not-for-profit Corporations Act (NFP Act).¹ The financial statements must be prepared in accordance with the Canadian generally accepted accounting principles (GAAP) as set out in the Canadian Institute of Chartered Accountants Handbook.

Providing Financial Statements to the Members (all Corporations)

A corporation must send a summary of its annual financial statements or a copy of a document reproducing the required financial information (such as an annual report) to the members not less than 21 days but not more than 60 days before the day on which the annual meeting of members is held, or the day on which a resolution in writing is signed by the members.

The only exception to this rule is if the by-laws of the corporation allow the corporation to give notice to the members that the annual financial statements are available for viewing at the registered office and that members may request a copy free of charge.² See [The Members](#).

Providing Financial Statements to Corporations Canada (Soliciting Corporations Only)

A [soliciting corporation](#) must provide its annual financial statements to Corporations Canada not less than 21 days before the annual general meeting of members or without delay in the event that the corporation's members have signed a resolution approving the statements, instead of holding a meeting. In any event, a corporation must send financial statements to Corporations Canada within 15 months from the preceding annual meeting (by which time an annual meeting is required to be held under the NFP Act or a resolution in writing signed in place of a meeting), but not later than 6 months after the end of the corporation's preceding financial year.³

Level of Financial Review

The level of financial review required will depend on whether the corporation is a [soliciting or non-soliciting corporation](#).

Level of Financial Review			
Type of Corporation	Gross Annual Revenues	Appointment of Public Accountant (PA)	Review Engagement or Audit
Soliciting	\$50,000 or less	Members must appoint a PA by ordinary resolution at each annual meeting. Exception – Members may waive appointment by annual unanimous resolution.	PA must conduct review engagement , but members may pass an ordinary resolution to require an audit instead. (If no PA is appointed, then compilation only.)
	More than \$50,000 and up	Members must appoint a PA by ordinary resolution	PA must conduct an audit, but members can pass a special

	to \$250,000	at each annual meeting	resolution to require a review engagement instead.
	More than \$250,000	Members must appoint a PA by ordinary resolution at each annual meeting	PA must conduct an audit.
Non-Soliciting	\$1 million or less	Members must appoint a PA by ordinary resolution at each annual meeting. Exception – Members may waive appointment by annual unanimous resolution.	PA must conduct review engagement , but members may pass an ordinary resolution to require an audit instead. (If no PA is appointed, then compilation only.)
	More than \$1 million	Members must appoint a PA by ordinary resolution at each annual meeting.	PA must conduct an audit.

Qualifications of Public Accountant

A public accountant must:

- be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province (e.g., chartered accountant, certified general accountant or certified management accountant);
- meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under the NFP Act⁴ (e.g., a provincial licence to conduct audits and/or review engagements); and
- subject to an order of the court⁵, be independent of the corporation, its affiliates or the directors or officers of the corporation or its affiliates.⁶

If a public accountant is not appointed at a meeting of members, the incumbent public accountant, who was appointed at the first meeting of directors or at the previous meeting of members, continues in office until a successor is appointed.

Footnotes

¹ NFP Act s. 172(1). ([Return to text](#))

² NFP Act s. 175. ([Return to text](#))

³ NFP Act, s. 176. ([Return to text](#))

⁴ NFP Act s. 188 to 191. ([Return to text](#))

⁵ NFP Act s. 180(6). ([Return to text](#))

⁶ Under Section 180(6), an interested person may make an application to the court for an order relieving a public accountant from meeting the qualifications described in Subsection (1). If the court considers that such an order would not unfairly prejudice the members of the corporation, the court may make such an order on such terms as it considers fit. ([Return to text](#))

Corporations Canada

Changing By-Laws

- [Rule for General By-law Amendments](#)
- [Rule for "Special" By-law Amendments](#)

Soon after incorporation, by-laws stating the rules for governing and operating the corporation should be passed (see [Next Steps Following Incorporation](#)). There are two ways of amending by-laws, depending on the subject matter of the changes:

1. Rule for General By-law Amendments

By-laws will be changed and updated over time as the needs and the organization of the corporation change. The following are the default steps for approving by-law changes that do not require special member approval (see [Rule for Special By-law Amendments](#) below). If you prefer a different process, these steps can be changed by your corporation's articles, by-laws or unanimous member agreement.

Step 1 – The Board of Directors initiates a change to a general by-law. The effective date of this change is the date it is approved by the directors.

Step 2 – The by-law change is placed on the agenda for the next meeting of members.

Step 3 – Members confirm the by-law change – or they amend it and then confirm it – by ordinary resolution.

Step 4 – If the members reject the by-law adopted by the directors, the by-law change ceases to have effect on the date it is rejected by the members. Alternatively, if the directors fail to submit the by-law change to the members at the next members meeting, the by-law change ceases to have effect on the date of the members meeting at which it should have been submitted to the members. In such cases, future by-law changes that have

substantially the same effect as the one rejected or not submitted will not become effective on approval of the directors. They only become come into effect when approved by the members.

Step 5 – Within 12 months of the confirmation of the by-law changes by the members, a copy of the amended by-laws must be sent to Corporations Canada.

2. Rule for “Special” By-law Amendments

The following are the steps for approving by-law changes that address certain matters relating to membership in the corporation¹ which require special approval by members:

Step 1 – Initiate a change to a special by-law by a member proposal or by the board of directors.

Step 2 – Members approve the change – or they amend it and then confirm it – by special resolution. If the subject matter of the special by-law amendment addresses exchanging, reclassifying or cancelling all or part of the memberships of a particular class, approval of the special by-law amendment will require a separate class vote.² In a separate class vote, members of a class who do not otherwise have the right to vote are permitted to vote separately as a class. See also [Rights and Responsibilities of Members](#).

Step 3 – The by-law change takes effect, as approved, on the date of the member approval.

Step 4 – Within 12 months of the confirmation of the by-law changes by the members, a copy of the amended by-laws must be sent to Corporations Canada.

By-laws that do not clearly make the distinction between General and "Special" By-law Amendments, may mislead the board of directors and create a situation in which the membership adopts ordinary resolutions for all by-law amendments, resulting in by-laws that may not be properly in force with respect to all provisions. This means that any by-laws drafted under the NFP Act should be very clear regarding the amending formula that applies to the various by-law provisions. Here are some options that may be considered to provide clarity:

- place all by-law provisions that can only be changed by special resolution into one,

- separate by-law and leave the remaining provisions in another by-law that requires only an ordinary resolution to amend;
- include all provisions in one general operating by-law but group the matters requiring a special resolution into one section, so that it is clear that these matters can only be changed by special resolution;
- throughout the by-laws indicate those that require special approval; or
- include a requirement in the articles that all by-law changes require a special resolution of members in order to come into effect.³

Copies of any new by-laws, amendments or repeal of by-laws must be sent to Corporations Canada within 12 months of such changes being confirmed or approved by members. Corporations Canada will not review or approve the new by-laws, but copies will be provided to interested parties upon request.

Footnotes

¹ The subject matter of special by-law amendments relates to (a) conditions required for being a member, (b) the designation of any class or group of members or adding, changing or removing any rights and conditions of any such class or group, (c) dividing any class or group of members into two or more classes or groups and fixing the rights and conditions of each class or group, (d) transfer of memberships, (e) manner of giving notice to members entitled to vote at a meeting of members, (f) method of voting by members not in attendance at a meeting of members (i.e., proxy voting) and (g) related definitions and interpretive provisions. ([Return to text](#))

² NFP Act s. 199(1). ([Return to text](#))

³ Subsection 7(4) allows the articles to require a greater number of votes of directors or members than are required by the NFP Act to effect any action, in which case the articles shall prevail. ([Return to text](#))

Changing the Structure or Nature of the Corporation

- [Amending Articles](#)
- [Amalgamations](#)
- [Continuance \(Importing to and Exporting from the NFP Act\)](#)
- [Sale, Lease or Exchange of the Corporation's Property](#)
- [Reorganizations](#)
- [Arrangements](#)
- [Liquidation and Dissolution](#)
- [Effect of Fundamental Changes and Dissolution on Registered Charitable Status under the Income Tax Act](#)

Amending Articles

Any changes to the articles require a special resolution of the members (see [Member Resolutions](#)). Such changes could include any of the following:

- changing the corporation's name (unless it is a numbered name in which case the directors may change it to a verbal name without the approval of the members);
- changing the province where the corporation's registered office is located;
- adding, changing or removing any restriction on the activities that the corporation may carry on;
- creating a new class or group of members;
- dividing any class or group of members into two or more classes or groups;
- increasing or decreasing the number of – or the minimum or maximum number of – directors fixed by the articles;
- changing the statement of the purpose of the corporation;
- changing the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation; and
- adding, changing or removing any other provision in the articles.¹

A proposal to make any of the changes above can be made by a director or a member who is entitled to vote at an annual meeting of members. The proposed amendment should be included in the notice of the meeting at which the proposal will be considered.

If a corporation has more than one class of members, the NFP Act provides that members of each class are entitled to vote separately as a class on a proposal to make certain amendments to the articles and by-laws, even if the members of a particular class do not otherwise have the right to vote.² These amendments are those that:

1. exchange, reclassify or cancel all or part of the memberships of a particular class;
2. add, change or remove rights or conditions attaching to memberships of a particular class (including reduction or removal of a liquidation preference) or add, remove or change prejudicially voting or transfer rights of a particular class;
3. increase rights of any other class having equal or superior rights to those of a particular class;
4. increase rights of a class of members having rights inferior to those of a particular class to make the inferior class equal to or superior to the particular class;

5. *create a new class having rights equal to or superior to those of a particular class;*
6. exchange or create a right of exchange of all or part of the memberships of one class into memberships of another class.

Sections (a) and (e) above are optional and the articles may provide that these rights do not apply to certain membership classes of a corporation. If this option is chosen, it means that, for example, under section (a) other classes of members could cancel a particular class of members without the approval of the class of members being cancelled, and that under section (e), new classes of members with equal or superior rights to an affected class can be added to the articles without the approval of the affected class.

All of the other changes referred to above in sections (b), (c), (d) and (f) provide specific class protections (which cannot be removed in the articles) that allow each class to vote separately as a class concerning the matters referred to in those sections. This right to have a separate class vote applies even where a particular class does not otherwise carry a right to vote in the articles.

Notice of a meeting to consider a resolution to amend the articles must be sent to the members. For information on the requirements for notices of meetings of members, see [The Members](#). For information on obtaining a Certificate of Amendment, please see [Amending the Articles of a Not-for-profit Corporation](#).



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Amalgamations

The NFP Act allows two or more corporations to amalgamate and continue as one corporation.³ Both “long form” and “short form” amalgamations are possible, depending on the circumstances. All corporations proposing to amalgamate must already be incorporated or continued under the NFP Act.

If the corporations proposing to amalgamate do not have the same members (i.e., the corporations are not related), a long form amalgamation is required. In a long form amalgamation, each corporation must first enter into an amalgamation agreement which includes the information required by the NFP Act.⁴ In order to proceed with the amalgamation, the boards of directors of each corporation must then approve the agreement and submit it to the members of each amalgamating corporation for approval by special resolution of the members (or depending on the subject matter of the amendments and if there is more than one class of members, by each class of members).

Additional rules regarding membership approval are:

- Each member has the right to vote on the agreement, even if not otherwise entitled to vote.⁵ However, the NFP Act does not require that the non-voting classes vote separately. In other words, it is possible for the articles to require the non-voting members to vote together with the voting members in approving a long form amalgamation.
- The members of each class of members of an amalgamating corporation are entitled to vote separately as a class if the amalgamation agreement contains a provision that, if contained in the articles, would entitle the members to vote as a class. (For further explanation, see [Amending Articles](#).)

In the following cases, it is possible to amalgamate by way of a short form amalgamation:

Vertical Short Form Amalgamation

This form of amalgamation may be used to amalgamate a parent corporation and one or more of its subsidiaries. The following requirements will need to be met:

- All memberships in each amalgamating subsidiary corporation must be held by one or more of the other amalgamating corporations.
- The resolutions to approve the amalgamation must provide that the memberships in each amalgamating subsidiary corporation be cancelled without any repayment of capital in respect of those memberships.
- The Articles of Amalgamation of the amalgamated corporation must be the same as the articles of the amalgamating parent corporation, except for the corporate name.
- In cases where it is intended that the articles be different, [Form 4004 – Articles of Amendment](#) will have to be filed either:
 - before the amalgamation to amend the articles of the amalgamating subsidiary corporation whose memberships are not cancelled, or
 - after the amalgamation to amend the articles of the amalgamated corporation.
- Horizontal Short Form Amalgamation – This form of amalgamation may be used to amalgamate two or more wholly-owned subsidiaries of one corporation. In such cases, the following requirements must be met:
 - The memberships in all but one of the amalgamating subsidiary corporations must be cancelled without any repayment of capital in respect of those memberships.
 - The Articles of Amalgamation of the amalgamated corporation must be the same as the articles of the amalgamating subsidiary corporation whose memberships are not cancelled, except for the corporate name.
 - In cases where it is intended that the articles be different, [Form 4004 – Articles of Amendment](#) will have to be filed either:
 - before the amalgamation to amend the articles of the amalgamating subsidiary corporation whose memberships are not cancelled, or
 - after the amalgamation to amend the articles of the amalgamated corporation.

As long as these conditions are met, neither type of short form amalgamation requires an amalgamation agreement. Further, a short form amalgamation does not require membership

approval. Instead, the amalgamation is approved by resolution of the directors of each corporation.

In order to amalgamate:

- each corporation and the amalgamated corporation must be able to pay its liabilities as they become due;
- the realizable value of the amalgamated corporation's assets must not be less than the aggregate of its liabilities;
- no creditor will be prejudiced by the amalgamation; and
- adequate notice must have been given to all known creditors of the amalgamating corporations and no creditor objects to the amalgamation other than on grounds that are frivolous or vexatious.

With respect to providing notice to creditors, the NFP Act requires that:

- notice be given to each creditor with a claim exceeding \$1,000;
- notice must be published once in a newspaper published or distributed in the place where the corporation has its registered office; and that
- each notice names the corporation(s) with which the corporation intends to amalgamate, and indicates that a creditor may object to the amalgamation within thirty (30) days from the date of the notice.

To obtain a Certificate of Amalgamation to create one corporation, an application must be made to Corporations Canada. See [Amalgamating Not-for-profit Corporations](#) for further information.

When the Certificate of Amalgamation is received by the applicant corporation, post-amalgamation resolutions should be prepared and passed by the directors and possibly the members for the amalgamated corporation, in much the same way as organizing resolutions for a newly-incorporated corporation.

Continuance (Importing To and Exporting From the NFP Act)

The NFP Act permits corporations to remove themselves from the governance of the NFP Act and be continued under the laws of another jurisdiction. Similarly, the NFP Act permits corporations formed under other jurisdictions to be continued under and governed by the NFP Act. The original home jurisdiction of the corporation is referred to as the “exporting jurisdiction” and the new jurisdiction is referred to as the “importing jurisdiction.” While a common reason for continuance is to clear the way for an amalgamation (since both amalgamating corporations must be governed by the same laws), it may be desirable for other reasons.

Importing

When a corporation that is incorporated under another jurisdiction wishes to become governed by the NFP Act⁶, it must apply to Corporations Canada for continuance to bring the corporation

under the federal jurisdiction. It is possible to import a corporation as long as the continuance is authorized and approved in accordance with the laws of the exporting jurisdiction and the corporation satisfies the requirements of the NFP Act.

If the corporation is a share capital corporation, it must establish the terms and conditions under which it will be converted to a non-share capital corporation before applying for continuance. For information on how to apply for continuance and to obtain a Certificate of Continuance, see [Continuing \(Import\) Not-for-profit Corporations](#).

Once the Certificate of Continuance has been issued, the NFP Act will apply to the corporation as if it had been incorporated under the NFP Act and the home jurisdiction statute will no longer apply.

Exporting

A corporation incorporated under the NFP Act may wish to become governed by the laws of another jurisdiction and to continue under the corporate legislation of that jurisdiction.⁷ A corporation may apply to be continued under the laws of another jurisdiction if its members authorize this action by special resolution and if it establishes to the satisfaction of Corporations Canada that the proposed continuance will not adversely affect creditors or members of the corporation. The resolution authorizing the continuance may permit the directors to abandon the continuance at a future date. Additional rules regarding membership approval are:

- Each member has the right to vote on the export continuance, even if not otherwise entitled to vote. However, the non-voting membership classes do not have the right to vote separately as a class to approve an export continuance even if a right protected under the NFP Act (see [Amending Articles](#)) is affected⁸ as a result of the export continuance.
- The NFP Act does not give separate class voting rights to membership classes in approving an export continuance.

A corporation will not be permitted to continue as a body corporate under the laws of another jurisdiction unless those laws provide that:

- the property of the corporation continues to be the property of the body corporate;
- the body corporate continues to be liable for the obligations of the corporation;
- an existing cause of action, claim or liability to prosecution is unaffected;
- any civil, criminal or administrative action or proceeding pending by or against the corporation may be continued by or against the body corporate; and
- any conviction against, or ruling, order or judgment in favour of or against, the corporation may be enforced by or against the body corporate.

In addition, Corporations Canada must be satisfied that the continuance will not adversely affect the members and creditors. An application for a Letter of Satisfaction must be made to Corporations Canada. This letter can then be submitted to the importing jurisdiction.

When Corporations Canada receives notice that the corporation has been continued into another jurisdiction, it will issue a Certificate of Discontinuance, dated retroactively to the effective date of the importing jurisdiction's Certificate of Continuance. The NFP Act will cease to apply to the corporation on the date shown in the Certificate of Discontinuance. For further information, see [Continuance \(export\) of a not-for-profit corporation](#).



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Sale, lease or exchange of the corporation's property

The sale, lease or exchange of all or substantially all of a corporation's property outside the ordinary course of the corporation's activities (i.e., not as part of the ordinary day-to-day activities of the corporation) requires the approval of the members by special resolution. In approving such a transaction, the members may also impose additional terms and conditions.

All members will have the right to vote on the proposed transaction, including members who do not usually have voting rights. If a corporation has more than one class of members and the proposed transaction affects the rights of a class in a manner different from the members of another class, then separate approval by special resolution must be obtained from the affected class of members who are entitled to vote separately to approve the transaction.

If the directors intend to abandon a transaction that has been approved by the members, further member approval will be required, unless the members have already provided pre-approval to authorize the directors to abandon the transaction at a future date.⁹



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Reorganizations

It is possible for a corporation to undergo a "reorganization" pursuant to a court order.¹⁰ The court order may be a consequence of:

- another court order resulting from an oppression remedy brought by the members;
- another court order made as a result of a proposal made under bankruptcy legislation; or
- a court order made under any other federal statute that affects the rights among the corporation and its members and creditors.

Such a court order may also:

- require amendments to the articles or by-laws that may lead to a fundamental change to the corporation under section 197 of the NFP Act;
- authorize the issuance of debt obligations and fix their terms; or
- appoint directors in place of or in addition to all or any of the directors then in office.

After a court order has been made, the corporation will need to file [Form 4013 - Articles of Reorganization](#) and other related documents with Corporations Canada, which will then issue a Certificate of Amendment. The reorganization becomes effective on the date shown on the Certificate of Amendment.

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Arrangements

Where it is not practicable to make a fundamental change under any other provision of the NFP Act,¹¹ it may be possible to undergo an “arrangement”, with the assistance of the court. Examples of arrangements include:

- an amendment of the corporation’s articles;
- an amalgamation with another body corporate, especially if the other corporation is not under the jurisdiction of the NFP Act;
- liquidation and dissolution; and
- transfer of all or substantially all of the corporation’s property to another entity, in exchange for money or other property, including shares, memberships or debt obligations of that entity.

The judicial side of arrangements generally consists of two parts with distinct purposes: the interim hearing and the final hearing. An applicant corporation begins the court proceedings by making an application to the court for an interim order, the main purpose of which is to approve the rules for calling, holding, and conducting a meeting of the applicant’s members and any other necessary parties.

On application to the court for an interim order, the court may make any order it thinks appropriate, although the order will generally address the following matters:

- information and notice requirements for calling meetings of members and holders of debt obligations;
- class voting requirements, if applicable;
- quorum requirements;
- the levels of approval required from each class or group of members and holders of debt obligations (including any appropriate ‘majority of minority’ approval requirements); and
- notice requirements in connection with the final hearing to approve the arrangement.

Notice of the court application for the interim order will need to be provided to Corporations Canada no less than five (5) days before the hearing. This notice should include the following documents:

- all affidavit materials being filed with the court, in final or final draft form;
- draft form of notices of meetings to members and holders of debt obligations;
- draft information circular describing the proposed arrangement;
- draft plan of arrangement; and
- the most recent financial statements of the applicant corporation, if they are not part of the information circular.

To apply for a final order approving the arrangement, the applicant must return to court (following the court-ordered meeting described above), with evidence that its members and any other necessary parties have approved the proposed arrangement.

Notice of the court application for the final order must also be provided to Corporations Canada no less than three (3) days before the final hearing. This notice should include the following documents:

- the report on attendance and quorum at each meeting called to approve the arrangement;
- the report of the results of ballots conducted at each meeting to approve the arrangement (including separate tabulation of voting demonstrating any required ‘majority of minority’ approvals¹²);
- the issued interim order; and
- the draft final order.

As soon as possible, thereafter, final copies of all materials filed with the court should be filed with Corporations Canada. Note that Corporations Canada is entitled to appear and be heard on the application at both the interim and final hearings.

After a final court order has been made, the corporation will need to file [Form 4014 – Articles of Arrangement](#) and other related documents with Corporations Canada, which will then issue a Certificate of Arrangement.



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Liquidation and Dissolution

Voluntary Dissolution

At some point in a corporation's life, the directors or members may decide that it should be dissolved voluntarily. A voluntary dissolution may take place in the following circumstances with the appropriate approvals¹³:

1. If a corporation has not issued any memberships, it may be dissolved at any time by resolution of all of its directors.¹⁴
2. If a corporation has issued memberships, but has no property and no liabilities, it may be dissolved by special resolution of the members.
3. If a corporation has already disposed of its property and/or liabilities, it may be dissolved by special resolution of the members.
4. If a corporation still has property and/or liabilities, the following procedure may be followed:¹⁵
 - The directors or a member who is entitled to vote at an annual meeting of members may make a proposal for the voluntary liquidation and dissolution of the corporation.
 - The notice of the meeting of members at which the dissolution is to be proposed must set out the terms of the proposal.
 - The decision to dissolve must be adopted by a special resolution of the members or if it has more than one class of members, by special resolution of each class or group, whether or not the members otherwise have the right to vote.
 - The corporation then sends [Form 4019 – Statement of Intent to Dissolve](#) to Corporations Canada. Upon receipt of this Statement, Corporations Canada will issue a Certificate of Intent to Dissolve.
 - Following the issuance of the Certificate of Intent to Dissolve, the corporation stops normal operations and proceeds to liquidate by completing the following steps in the order set out:
 1. notify each known creditor that a Certificate of Intent to Dissolve has been issued;
 2. taking reasonable steps to give public notice in each province in which the corporation was carrying on its activities at the time it sent [Form 4019 – Statement of Intent to Dissolve](#) to Corporations Canada;
 3. liquidating the corporation by collecting (gathering together) its property, transferring property¹⁶ and converting any property not to be transferred or distributed in kind into money, and discharging all its liabilities; and
 4. distributing its remaining property, either in money or in kind, in accordance with the requirements of the NFP Act.¹⁷

Once the above steps have been completed, the corporation prepares and files [Form 4017 – Articles of Dissolution](#) with Corporations Canada. Upon receipt of Form 4017, Corporations Canada will issue a Certificate of Dissolution. The corporation ceases to exist on the date shown in the Certificate of Dissolution.

If a corporation is a registered charity under the Income Tax Act, or a soliciting corporation, or it has received more than \$10,000 in public money in a single financial year within the five years before the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation, then the corporation's articles must provide that its net assets are to be

distributed to one or more qualified donees, as defined in the Income Tax Act (Canada). For all other corporations, assets must be distributed in accordance with the articles or among the members if the articles are silent on this issue.¹⁸

An interested party (e.g., director, member, creditor) may apply to have the liquidation and dissolution supervised by the court.

Administrative Dissolution by Corporations Canada for Non-Compliance with the NFP Act

Corporations Canada may also issue a Certificate of Dissolution and dissolve a corporation on its own initiative under the following circumstances:

- the corporation has not commenced its activities within three years after the date shown in its Certificate of Incorporation;¹⁹
- the corporation has not carried on its activities for three consecutive years;
- the corporation is in default for a one-year period in sending to Corporations Canada any fee, notice or other document required by the NFP Act; or
- the corporation does not have any directors.

Before dissolving the corporation, Corporations Canada must give notice of its intent to dissolve to the corporation and to each of its directors. This notice will also be published in the [Monthly Transactions](#) on the Corporations Canada website.

Unless Corporations Canada receives satisfactory information explaining why the corporation should not be dissolved, Corporations Canada may, after the expiry of 120 days of giving notice, issue a Certificate of Dissolution.²⁰

There is an exception to the administrative dissolution procedure when the required fee for the issuance of a Certificate of Incorporation has not been paid. In such cases, Corporations Canada can administratively dissolve a corporation without notice.²¹

Involuntary Dissolution by Court Order

The NFP Act also provides for the involuntary dissolution of a corporation by court order on several grounds. The Director or any interested person may apply to a court for an order dissolving a corporation if the corporation has:

- failed to hold annual meetings of members as required by the NFP Act;
- contravened certain requirements of the NFP Act, such as undertaking activities not permitted by the articles; not providing members access to the corporations' records; or not providing financial statements to the members;²² or has
- obtained any certificate under the NFP Act by misrepresentation.²³

In addition, a court may order the dissolution and liquidation of a corporation on the application of a member in certain circumstances, such as when the actions of the corporation are oppressive or unfairly prejudicial to the interests of any member, creditor, officer or director or these actions

cause such a result.²⁴ Of particular note, the NFP Act includes a faith-based defence which provides that a court may not make an order if the court is satisfied that:

- the corporation is a religious corporation;
- the act or omission, or conduct or the exercise of powers is based on a tenet of faith held by the members of the corporation; and
- it was reasonable to base the act or omission, the conduct or the exercise of powers on the tenet of faith, having regard to the activities of the corporation.

In such cases of involuntary dissolution, the court may make any order it thinks fit in connection with the liquidation or the dissolution of the corporation, including appointing a liquidator and directing that notice be given or payments made to identified parties. If the court makes an order for the liquidation of a corporation, the corporation continues in existence but ceases its activities except those that are, in the opinion of the liquidator, required for an orderly liquidation. In addition, the powers of the directors and members cease and are instead vested in the liquidator.²⁵

It should be noted that the court may appoint any person, including a director, officer or member as liquidator for the corporation.²⁶ Once the liquidation process is complete, and the liquidator has submitted its final accounts, which have been approved by the court, the court will order Corporations Canada to issue a Certificate of Dissolution.

For further information on dissolving a corporation, see [Dissolving a Not-for-profit Corporation](#).

Effect of Fundamental Changes and Dissolution on Registered Charitable Status under the Income Tax Act

Depending on the nature of the fundamental changes undergone by a corporation that is also a registered charity under the Income Tax Act (Canada), its charitable status may be affected. Corporations that are registered charities will need to notify the Charities Directorate of the Canada Revenue Agency of any fundamental changes, some of which may even require the approval or pre-approval of the Charities Directorate.

Examples of changes that do not require Charities Directorate approval may include amending a corporation's articles to change the authorized number of directors or the province in which the registered office is located. However, the Charities Directorate must still be provided with a copy of the Certificate of Amendment, with the amended [Form 4004 – Articles of Amendment](#) attached.

Although an amendment to the statement of purpose of the corporation that is contained in its articles does not technically require the pre-approval of the Charities Directorate, it is important for the corporation to obtain approval of its new statement of purpose from the Charities Directorate, in order to maintain its charitable status. For this reason, it is sometimes advisable to obtain pre-approval from the Charities Directorate before revising the articles with Corporations Canada, rather than dealing with the Directorate's requirements after the fact.

Another example of a situation in which it may be necessary to obtain the pre-approval of the Charities Directorate is when a corporation is beginning a voluntary dissolution. In this case, the corporation will need to voluntarily surrender its charitable status to the Charities Directorate before commencing the dissolution.

In cases where a charitable corporation is to be amalgamated with another corporation, the pre-approval required and the type of notification that must be given to the Charities Directorate depend on a number of factors, including whether the other amalgamating corporation is also a registered charity, and whether the statement of purpose of the amalgamated corporation will be the same as, or different from, the amalgamating corporation(s) that are registered charities at the time of the amalgamation..

Incorporated charities are required to maintain their corporate status. This means that, if a corporation is dissolved (e.g., dissolved by Corporations Canada for non-compliance or by the Court), this will lead to the loss of charitable status.

If a corporation wishes to dissolve voluntarily, it may be necessary to seek the permission of the Charities Directorate to voluntarily revoke its charitable status in advance of or at the same time as its dissolution.

In cases where a charitable corporation is able to foresee that it will be undergoing fundamental changes under the NFP Act, it would be prudent for the corporation to contact the Charities Directorate, in advance, to ascertain the implications of these changes with regard to their charitable status, as well as to determine whether any approval is required from the Charities Directorate, and what the process is for obtaining such approval.

Footnotes

¹ NFP Act, s. 197(1). ([Return to text](#))

² NFP Act, s. 199(1) and (2). ([Return to text](#))

³ NFP Act, s. 204. ([Return to text](#))

⁴ NFP Act, s. 205(1) provides that each corporation proposing to amalgamate shall enter into an agreement setting out the terms of the amalgamation and in particular, setting out (a) the provisions that are required to be included the articles and by-laws; (b) the name and address of each proposed director of the amalgamated corporation; (c) the manner in which the memberships of each amalgamating corporation are to be converted into memberships of the amalgamated corporation; (d) whether the by-laws of the amalgamated corporation are to be those of one of the amalgamating corporations and if not, a copy of the proposed by-laws; and (e) details of any arrangements necessary to perfect the amalgamation and to provide for the subsequent management and operation of the amalgamated corporation. ([Return to text](#))

⁵ NFP Act, s. 206(3). ([Return to text](#))

⁶ NFP Act, s. 211. ([Return to text](#))

⁷ NFP Act, s. 213. ([Return to text](#))

⁸ NFP Act, s. 199(1). ([Return to text](#))

⁹ NFP Act, s. 214. ([Return to text](#))

¹⁰ NFP Act, s. 215. ([Return to text](#))

¹¹ NFP Act, s. 216. ([Return to text](#))

¹² Majority of Minority approval requires at least 50% plus one vote of the total votes cast by the members, excluding those members who are related to the interested parties to the transaction or to the issuer (e.g., a particular member, or group of members, may stand to benefit in a way that the remaining members do not, such as by owning the land being purchased). ([Return to text](#))

¹³ Note that if the corporation has more than one class or group of members, each class or group must approve the dissolution by special resolution. Further, members who otherwise would not have the right to vote are permitted to vote on whether or not to dissolve the corporation. ([Return to text](#))

¹⁴ NFP Act, s. 220. ([Return to text](#))

¹⁵ NFP Act, s. 221. ([Return to text](#))

¹⁶ NFP Act, s. 234. ([Return to text](#))

¹⁷ NFP Act, s. 235 and 236. ([Return to text](#))

¹⁸ NFP Act, s. 235 and 236, NFP Regs., s. 37. ([Return to text](#))

¹⁹ NFP Act, s. 222(1)(a)(i) and Regs. s. 32(1). ([Return to text](#))

²⁰ NFP Act, s. 222(3) and Regs. s. 32(4). ([Return to text](#))

²¹ NFP Act, s. 222(4). ([Return to text](#))

²² NFP Act, s. 223(1), listing non-compliance with sections 17(2), 22, 23, 174 and 175. ([Return to text](#))

²³ Ibid. and NFP Act, s. 223(1). ([Return to text](#))

²⁴ Ibid. and NFP Act, s. 224(1). ([Return to text](#))

²⁵ NFP Act, s. 229(1). ([Return to text](#))

²⁶ NFP Act, s. 230(1). ([Return to text](#))

Dissolving a Not-for-profit Corporation

Learn how to prepare a request to dissolve a not-for-profit corporation under the Canada Not-for-profit Corporations Act (NFP Act).

Note: Although the information provided here will assist you in completing the dissolution process quickly and accurately, it is not intended to replace legal advice. You may wish to consult a lawyer or other professional advisor to ensure that the specific needs of your not-for-profit corporation are met.

What is dissolution?

Dissolution is the legal termination of a corporation. In other words, dissolution is the act of ending the existence of a corporation. A corporation is dissolved when a Certificate of Dissolution is issued by Corporations Canada. The effective date is shown on the Certificate of Dissolution.

When can a corporation apply for dissolution?

A corporation can apply to dissolve when it has no property or liabilities. The exception is a [bankrupt corporation](#). Bankruptcy does not end a corporation's existence. A bankrupt corporation can only apply to dissolve three years after the trustee or interim receiver has been discharged.

If the corporation owns property or has liabilities, refer to [How can a corporation dissolve if it owns property or has any liabilities?](#)

Do members need to approve the dissolution?

If the corporation has members but no property or liabilities, members can approve the dissolution by special resolution. If there is more than one class or group of members, each class or group must pass a special resolution to authorize the dissolution even if these members are not otherwise entitled to vote.

If the corporation has no members because no memberships were issued, the directors can pass a resolution to authorize its dissolution.

How can a corporation dissolve if it owns property or has any liabilities?

A corporation can be dissolved only when its property has been distributed and its liabilities have been discharged.

There are two ways to proceed:

1. Liquidation before starting the dissolution process
The members can pass a special resolution authorizing the directors to distribute any property and discharge any liabilities in accordance with the articles of the corporation and the requirements under the NFP Act. If there is more than one class or group of members, each class or group must pass a special resolution to authorize the dissolution even if these members are not otherwise entitled to vote. The directors must then dispose of any property and liabilities before applying for a Certificate of Dissolution.
2. Starting the dissolution process before the liquidation process
If the corporation will cease carrying on business while it is in the process of liquidation, it may wish to apply for a Certificate of Intent to Dissolve. Members must authorize the liquidation and dissolution of the corporation by special resolution. If there is more than one class or group of members, each class or group must pass a special resolution to authorize the dissolution even if these members are not otherwise entitled to vote. The Certificate of Intent to Dissolve serves as public notice that the corporation is no longer carrying on its activities, except to the extent necessary for the liquidation.

When a Certificate of Intent to Dissolve is issued, the corporation must cease to carry on its activities except to the extent needed for the liquidation. It must also:

1. notify creditors of its intent to dissolve;
2. give notice of the intent to dissolve in each province in Canada where the corporation was carrying on activities at the time it sent the Statement of Intent to Dissolve to Corporations Canada;
3. do all the acts required for the liquidation of property in accordance with the NFP Act and to discharge all the corporation's liabilities; and
4. distribute the corporation's remaining property among the members according to the articles or the provisions of the NFP Act.

Once the liquidation process is completed, an application can be made for a Certificate of Dissolution.

Can a corporation decide not to dissolve once a Certificate of Intent to Dissolve is issued?

Yes. The corporation would have to apply for a Certificate of Revocation of Intent to Dissolve by submitting a completed and signed [Form 4020 – Statement of Revocation of Intent to Dissolve](#). ([See available instructions](#).) There is a filing [fee](#).

Once the Certificate of Revocation of Intent to Dissolve is issued, the corporation can resume carrying on its activities.

If the Certificate of Dissolution has been issued, the Certificate of Intent to Dissolve cannot be revoked. However, it is possible to revive the corporation. Please see the document titled [Reviving a Not-for-profit Corporation](#) for more information

What documents must be filed to dissolve a corporation?

To obtain a Certificate of Dissolution, a completed and signed copy of [Form 4017 – Articles of Dissolution](#) must be submitted to Corporations Canada. ([See available instructions.](#)) There is no filing fee.

To obtain a Certificate of Intent to Dissolve, a completed and signed copy of [Form 4019 – Statement of Intent to Dissolve](#) must be submitted to Corporations Canada. ([See available instructions.](#)) There is no filing fee.

Copies of the directors' resolution or members' special resolution should not be submitted with the application.

Related Information

- [How do I file my application?](#)
- [What happens after I submit my application?](#)

Amalgamating Not-for-profit Corporations

Learn how to prepare a request to amalgamate two or more not-for-profit corporations under the Canada Not-for-profit Corporations Act (NFP Act).

Note: Although the information provided here will assist you in completing the amalgamation process quickly and accurately, it is not intended to replace legal advice. You may wish to consult a lawyer or other professional advisor to ensure that the specific needs of your not-for-profit corporation are met.

What is an Amalgamation?

An amalgamation is a process in which two or more corporations (“amalgamating corporations”) governed by the NFP Act merge and carry on as one corporation (“amalgamated corporation”).

There are two ways to amalgamate under the NFP Act:

1. A long-form amalgamation requires each amalgamating corporation to sign an amalgamation agreement and submit it for approval at a meeting of members. The amalgamation agreement sets out the terms and means of effecting the amalgamation and must include:
 1. the provisions required in the Articles of Amalgamation and in the by-laws related to the conditions of membership;
 2. the name and address of each proposed director of the amalgamated corporation;
 3. how memberships of each amalgamating corporation will be converted into memberships in the amalgamated corporation;
 4. the proposed by-laws, whether new or the by-laws of one of the amalgamating corporations;
 5. details of any arrangements necessary to perfect the amalgamation and to provide for the subsequent management and operation of the amalgamated corporation.

The Articles of Amalgamation include whatever has been agreed to in the amalgamation agreement.

2. A short-form amalgamation is often faster since the amalgamation is approved by a resolution of the directors and does not require members' approval:
 - A vertical short-form amalgamation involves a holding corporation and one or more wholly-owned subsidiaries. The Articles of Amalgamation must be the same as the articles of the amalgamating holding corporation, except for the name which may be different.
 - A horizontal short-form amalgamation involves two or more wholly-owned subsidiaries of the same holding corporation. The membership of all but one of the subsidiaries will be cancelled as part of the amalgamation with no repayment of capital in respect of those memberships. The Articles of Amalgamation must be the same as the articles of the amalgamating subsidiary corporation whose membership is not cancelled, except for the name which may be different.

What documents must be filed to amalgamate two or more corporations?

An application to amalgamate must include the following:

1. a completed and signed copy of [Form 4009 – Articles of Amalgamation](#) (See available [instructions](#));
2. a completed and signed copy of [Form 4002 – Initial Registered Office Address and First Board of Directors](#) (See available [instructions](#));
3. a statutory declaration from a director or officer of each amalgamating NFP corporation (see a [sample statutory declaration](#));
4. a [NUANS Name Search Report](#), unless the amalgamated corporation will use the corporate name of one of the amalgamating corporations;
5. the filing [fee](#).

What must be included in the statutory declaration?

The statutory declaration must include statements to the effect that:

1. each amalgamating corporation is, and the amalgamated corporation will be, able to pay its liabilities as they become due;
2. the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities; and
3. either a or b:
 1. there are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation; or
 2. that adequate notice has been given to all known creditors of the amalgamating corporation and no creditor objects to the amalgamation otherwise than on grounds that are frivolous or vexatious.

The statutory declaration must be signed by a director or officer of each amalgamating corporation.

Please see the [sample statutory declaration](#). The statutory declarations should be dated no later than two weeks prior to the proposed amalgamation date, which will be the filing date or any later date you request.

Can a provincial corporation amalgamate with a federal corporation?

An application for amalgamation requires that all the amalgamating corporations are incorporated under the NFP Act. If a corporation is incorporated under another statute, it must first continue to the NFP Act before it can amalgamate with the other corporations¹. See Continuing (Import) a Not-for-profit Corporation.

To facilitate the process, Articles of Continuance can be filed with Articles of Amalgamation. Since the NFP Act only applies once a Certificate of Continuance has been issued, the meeting to pass the resolution to amalgamate must meet the NFP Act requirements for a meeting of members.

Related Information

- [How do I file my application?](#)
- [What happens after I submit my application?](#)

Sample Statutory Declaration

IN THE MATTER OF THE
CANADA NOT-FOR-PROFIT CORPORATIONS ACT

AND

IN THE MATTER OF ARTICLES OF AMALGAMATION
FILED PURSUANT TO SECTION 208 IN THE NAME

_____(name of corporation)_____

STATUTORY DECLARATION

I, _____, of the City of _____ in the
Province of _____,

DO SOLEMNLY DECLARE that:

1. I am a director or officer of _____, an amalgamating corporation and I have personal knowledge of the matters herein deposed to.
2. I am satisfied that there are reasonable grounds for believing that:
 1. each amalgamating corporation can and the amalgamated corporation will be able to pay its liabilities as they become due;
 2. the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes, and
 3. there are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation or that adequate notice has been given to all known creditors of the amalgamating corporation and no creditor objects to the amalgamation otherwise than on grounds that are frivolous or vexatious.

AND I make this solemn declaration conscientiously believing it to be true, and knowing that it is of the same force and effect as if made under oath.

DECLARED before me

City of _____,

in the Province of _____

this _____ day of _____, 20_____

_____(signature)_____

_____(printed name)_____

Commissioner for oaths

_____(signature)_____

_____(printed name)_____

Director or Officer

Footnotes

¹A provincial and federal corporations can also amalgamate through an arrangement, which is a court supervised corporate transaction. ([Return to text](#))

Reviving a Not-for-profit Corporation

Learn how to prepare a request to revive a not-for-profit corporation under the Canada Not-for-profit Corporations Act (NFP Act).

Note: Although the information provided here will assist you in completing the revival process quickly and accurately, it is not intended to replace legal advice. You may wish to consult a

lawyer or other professional advisor to ensure that the specific needs of your not-for-profit corporation are met.

What is a revival?

A revival allows a corporation dissolved under the NFP Act to be restored to its previous legal position in the same manner and to the same extent as if it had not been dissolved. A corporation is revived on the date appearing on the Certificate of Revival.

A dissolved corporation that is insolvent or bankrupt within the meaning of subsection 2(1) of the Bankruptcy and Insolvency Act (BIA) may be revived. A revival, however, does not change its status under the BIA.

Who can apply for a revival?

Any interested person may apply for the revival of a dissolved corporation. An interested person is:

- a member, director, officer, employee or creditor of the dissolved corporation, or anyone who, although not one of those listed at the time of dissolution, would be such a person if the corporation were revived;
- any person having a contractual relationship with the dissolved corporation; and
- any person with a valid reason for applying for a revival, for example, a trustee in bankruptcy or a liquidator.

Can there be conditions put on the revival?

Corporations Canada may impose conditions when issuing a Certificate of Revival, especially if the applicant is not a director or officer of the dissolved corporation.

Examples of such conditions are:

- to notify the corporation, its directors and officers and members that the corporation has been revived; or
- to advise the corporation and its directors and officers to contact Corporation Canada to determine whether the corporation is up-to-date with its reporting obligations under the NFP Act.

If the corporation is not up-to-date with its reporting obligation under the NFP Act and does not remedy the situation, Corporations Canada can dissolve the corporation as early as 120 days after the date the Certificate of Revival was issued. Corporations Canada may consider delaying the dissolution of a corporation upon receipt of a written request with detailed reasons from an interested person.

What process must I follow to revive my corporation?

An application for revival must include:

1. a completed and signed copy of [Form 4015 – Articles of Revival](#) ([See available instructions](#));
2. a valid [NUANS Name Search Report](#) for the corporate name, unless the corporation had a number name;
3. [the filing fee](#).

Date of Revival

The corporation is revived as of the date on the Certificate of Revival. This is usually the date on which Form 4015 – Articles of Revival is received by Corporations Canada. You can request a later date when making an application for revival.

Related Information

- [How do I file my application?](#)
- [What happens after I submit my application?](#)

What happens to the corporation when it's revived?

What is the effect of revival on the corporation?

When a corporation is revived, the rights, liabilities and obligations arising before and after the dissolution are restored to the revived corporation. The corporation is put in the same position as though it was never dissolved. The corporation benefits from, is bound to and is liable for, all acts taken while the corporation was dissolved. Also, any changes to the internal affairs of the corporation are deemed valid. Rights, liabilities and obligations arising before the dissolution are restored to the revived corporation.

Any legal actions dealing with the internal affairs of a revived corporation taken between the time of its dissolution and its revival are valid.

What happens to the corporation's articles when it is revived?

When a corporation is revived, its articles are exactly as they were at the time of its dissolution. Corporations Canada does not accept any documents filed relating to a corporation while it was dissolved. You can obtain a copy of the articles of the corporation as they existed at the time of dissolution by contacting [Corporations Canada](#). There is a [fee](#) for copies.

If changes were made to the information contained in the articles of the corporation, this information can be updated by first reviving the corporation and then filing [Form 4004 – Articles of Amendment](#). Please see the document titled [Amending the Articles of a Not-for-profit Corporation](#) for more information.

What happens to the corporation's name when it is revived?

The corporation must submit Articles of Revival using the same corporate name it had at the time of its dissolution. Corporations Canada will review the name again to ensure that it is not likely to cause confusion with a corporate name acquired by another corporation between the date of the dissolution and the date of revival. If this is the case, the Director will assign a numbered name to the revived corporation and the Certificate of Revival will use that numbered name. The corporation can change this name by amending its articles.

Is the corporation number still valid?

The corporation number identifies the corporation in Corporations Canada's system and does not change on revival. This number can be found on the certificate of incorporation, amalgamation, or continuance. It can also be found in the Corporations Canada online database.

What is the status of the corporation's directors when the corporation is revived?

The public record will show the directors of the revived corporation exactly as they were at the time of the dissolution. If changes have been made to the board of directors while the corporation was dissolved, this information must be updated by filing [Form 4006 – Changes Regarding Directors](#) after the Certificate of Revival has been issued.

What is the anniversary date for a revived corporation?

The anniversary date of the corporation is important because, the corporation must file its annual return within the 60 days following its anniversary date. The anniversary date of a revived corporation is the date of its incorporation, amalgamation, or continuance. It is not the revival date. The anniversary date can be found on the certificate of incorporation, amalgamation or continuance issued before the dissolution or in the [Corporations Canada online database](#). Please consult the document titled [Deadline for Filing of Annual Returns](#) for more information.

Property that became property of the Crown as a result of the dissolution

On the date of a corporation's dissolution, property that had not previously been disposed of (e.g., money, moveable and real property) becomes property of the Crown. When the corporation is revived, that property will be returned to the corporation. However, if some or all of the property received on dissolution has been disposed of by the Crown, the corporation will receive an amount equal to the lesser of:

- the value of the property at the date it became vested in the Crown, and
- the amount realized by the Crown from the disposition of the property.

If it is believed that money or property should be returned to a revived corporation, a letter requesting its return must be included with the application for revival. Please note that the request for the return of property or money will not be processed until after the revival of the corporation. The request must include a description of the property in question and any supporting evidence that it was owned by the corporation at the time of its dissolution. In the

case of money or moveable property, the request should indicate whether actual possession of it was ever transferred to Her Majesty in Right of Canada.

The request must also enclose a statutory declaration by the applicant stating that:

1. the applicant is authorized to request the return of the property;
2. the property was owned by the corporation at the time of the dissolution;
3. no other person has rights to claim against the property; and
4. the revived corporation has the right to receive the whole or a part of the property.

If the request is for the return of money, Corporations Canada will determine whether the money should be returned to the revived corporation. If moveable property is involved, Corporations Canada will contact the relevant government department in order to arrange a process for returning any property. The revived corporation is responsible for following up with the appropriate departments.

According to the Department of Public Works and Government Services Act, the Minister of Public Works and Government Services administers federal real property and, accordingly, has the authority to return real property to the revived corporation. A request for the return of such property should be made to the Corporations Canada, attaching evidence that establishes that the land was owned by the corporation at the time of its dissolution and has not been disposed of by Her Majesty or otherwise. Corporations Canada will ask the Department of Public Works and Government Services to arrange for the appropriate document returning the property to the revived corporation.

Note that there can be no return of property where possession by Her Majesty was never taken. Instead, Corporations Canada will send a letter waiving any rights to the personal property in question.

What are my obligations after I revive my corporation?

Since it was not possible to file updates while your corporation was dissolved, you will likely need to update your corporation's information with Corporations Canada following the revival. This will ensure that your corporation is in [good standing](#). If it is found not to be in good standing, your corporations may be dissolved by Corporations Canada for non-compliance as early as 120 days after the date on the Certificate of Revival.

Do I need to file an Annual Return?

To be in good standing, you must file with Corporations Canada, at minimum, the last two outstanding [Form 4022 – Annual Returns](#), along with the [filing fee](#) for each year. More information is available in the policy on [Deadline for Filing Annual Returns](#).

What if the registered office address of my corporation has changed?

If there has been a change to the registered office address of your corporation, you must file [Form 4003 – Change of Registered Office Address](#) ([See available instructions](#)).

If the new registered office address is not within the province or territory set out in the corporation's articles, you must amend the articles of your corporation using [Form 4004 – Articles of Amendment](#). More information is available in the policy on [Amending the Articles of a Not-for-profit Corporation](#).

Do I need to file changes regarding directors?

If there has been a change in the directors or a change in the residential address of a director, you must file [Form 4006 – Changes Regarding Directors](#) ([See available instructions](#)).

If the number of directors is not within the minimum and maximum range set out in your corporations' articles, you must also amend the articles of your corporation using [Form 4004 – Articles of Amendment](#). More information is available in the policy on [Amending the Articles of a Not-for-profit Corporation](#).

Do I need to file Articles of Amendment?

You can only file Form 4004 – Articles of Amendment with Corporations Canada after a Certificate of Revival has been issued. You will need to file Articles of Amendment, along with the required fee if you make changes to any of the following:

- the name of the corporation;
- the province or territory in Canada where the registered office is situated;
- the fixed number or minimum and/or maximum number of directors;
- the statement of the purpose of the corporation;
- any restrictions on the activities that the corporation may carry on,
- the classes, or regional or other groups, of members that the corporation is authorized to establish;
- the statement regarding the distribution of property remaining on liquidation; and
- any additional provisions set out in the articles.

Can the decision of the Director be appealed?

If you are not satisfied with a decision made by Corporations Canada, you may request that the decision be reviewed. This request will need to be supported by a letter providing the reasons for requesting a review, along with any new information. If, following the review, you continue to feel aggrieved by the decision to issue or reject the application or to impose conditions on the revival, you may make an appeal to a court under section 258 of the NFP Act.

Continuance (export) of a not-for-profit corporation

Learn how to prepare a request to continue (export) a corporation from the *Canada Not-for-Profit Corporations Act* (NFP Act) to another corporate statute.

Note: Although the information provided here will assist you in completing the continuance process quickly and accurately, it is not intended to replace legal advice. You may wish to consult a lawyer or other professional advisor to ensure that the specific needs of your corporation are met.

Table of Contents

- [What is a continuance \(export\) and when does it come into effect?](#)
- [What does Corporations Canada review in an application for continuance?](#)
- [What is the process to continue \(export\) a corporation into a non-federal jurisdiction \(province, territory or another country\)?](#)
- [Related Information](#)
- [Continuance \(export\) of a corporation to a federal jurisdiction](#)

What is a continuance (export) and when does it come into effect?

An export transaction allows a corporation under the NFP Act to be governed by another legislation other than the NFP Act. It continues into, and is governed by, another legislation (referred to as the importing legislation). The NFP Act would be the exporting legislation. As a result, the corporation ceases to be governed by the NFP Act.

An export transaction may also be carried out as part of an [amalgamation](#) that results in a non-NFP Act corporation or an [arrangement](#).

A continuance (export) comes into effect on the date shown on the Certificate of Discontinuance issued by Corporations Canada. As of that date, the corporation will no longer be governed by the NFP Act. Instead, it will be governed by the importing legislation, as if it had been incorporated in that jurisdiction.

What does Corporations Canada review in an application for continuance?

Corporations Canada reviews the application to ensure that:

- the continuance will not adversely affect any of the corporation's members or creditors
- members have been given adequate disclosure and have approved the export by a special resolution¹
- the importing legislation permits the continuance of a NFP Act corporation
- the corporation wishing to continue is in good standing under the NFP Act (e.g., the corporation is up to date with filings of annual returns and financial statements, if applicable, and is not the subject of a current investigation for non-compliance).

What is the process to continue (export) a corporation into a non-federal jurisdiction (province, territory or another country)?

This involves four steps:

Step 1- Authorisation of the continuance by a special resolution of members

Each membership in the corporation – whether or not it otherwise has such rights – has the right to vote in respect of a continuance. A special resolution is a resolution that is passed by at least two-thirds of the votes cast at a meeting.

The meeting notice and disclosure materials sent to members must contain the following information:

- a description of any major differences between the protections available to members under both the NFP Act (e.g., the availability of the oppression remedy), and the importing legislation
- a description of any possible transaction – planned or unplanned – that may follow the export if such a transaction could have major consequences for the members. For example, once the export is completed, the corporation intends to complete another corporate transaction that would not be permissible under the NFP Act. This disclosure should indicate whether or not the proposed subsequent transaction is a major motivating influence for the export transaction, and whether or not a legal commitment has been made to conduct the proposed subsequent transaction after completion of the export transaction
- the reasons for the export transaction
- that the continuance must be approved by a [special resolution](#) of members
- any other material considerations.

Step 2 - Application for a Letter of Satisfaction from Corporations Canada

The Letter of Satisfaction states that Corporations Canada is satisfied that the continuance will not be prejudicial to creditors or members of the corporation. The Letter of Satisfaction is valid for 90 days.

To obtain a Letter of Satisfaction, the corporation must send a written request to Corporations Canada, specifying:

- the corporate name and corporation number
- the name and telephone number of the applicant and details of where the Letter of Satisfaction should be sent
- a statutory declaration by a director or an authorised officer of the corporation stating that:
 - members are fully aware of the impacts this continuance will have on their rights and interests
 - the continuance has been approved by a special resolution of the corporation's member
 - the continuance will not adversely affect any of the corporation's members or creditors
- the [filing fee](#).

If the corporation is continuing under a legislation that has not been [pre-approved by Corporations Canada](#), the following documents must also be filed:

- a copy of the relevant provisions of the importing legislation under which the corporation will continue
- a signed legal opinion by counsel qualified to practice in the jurisdiction under which the corporation will continue. The notice must state that the importing legislation:
 - allows the continuance of a NFP Act corporation
 - provides for the rights listed in subsection 213(10) of the NFP Act.

Step 3 - Sending the Letter of Satisfaction to an importing legislative authority

The corporation must send the Letter of Satisfaction to the legislative authority which administers the importing legislation.

If the legislative authority approves the application for continuance, it will issue a document (e.g., a Certificate of Continuance) stating that the corporation is duly continued under the importing legislation, as if it had been incorporated under it.

Step 4 - Sending the document issued by the legislative authority to Corporations Canada

The corporation must send the document issued by the legislative authority to Corporations Canada.

Upon receipt of this document, Corporations Canada will issue a Certificate of Discontinuance. The date indicated on the Certificate of Discontinuance will be the same as the date on the document issued by the legislative authority.

It is necessary for the corporation to obtain the Certificate of Discontinuance. Until Corporations Canada issues a Certificate of Discontinuance, the corporation will continue to be governed by the NFP Act, even though it is also governed by the importing legislation.

A notice of issuance of a Certificate of Discontinuance will be published in the Corporations Canada [Monthly Transactions](#).

Related Information

- [How do I file my application?](#)
- [What happens after I submit my application?](#)
- [Complaints and Appeals](#)

Continuance (export) of a corporation to a federal jurisdiction

- [Canada Cooperatives Act \(Coop Act\)](#)
- [Bank Act, the Insurance Companies Act, the Trust and Loan Companies Act or the Cooperative Credit Associations Act.](#)

Footnote

1. Notice of the meeting does not legally have to be given to other persons affected by the continuance (e.g., creditors). However, it is good corporate practice to advise persons other than members who would be affected by an export operation. If such a notice is appropriate, a news release may be adequate. ([Return to text](#))

Continuance (import) of a Not-for-profit Corporation

Learn how to prepare a request to continue (import) a not-for-profit corporation under the Canada Not-for-profit Corporations Act (NFP Act).

Note: Although the information provided here will assist you in completing the continuance process quickly and accurately, it is not intended to replace legal advice. You may wish to consult a lawyer or other professional advisor to ensure that the specific needs of your not-for-profit corporation are met.

Table of Contents

- [What is a continuance \(import\) and when does it come into effect?](#)
- [Who can continue \(import\) under the NFP Act?](#)
- [What documents must be filed to continue \(import\) a not-for-profit corporation?](#)
- [Related Information](#)

What is a continuance (import) and when does it come into effect?

A continuance (import) allows a not-for-profit corporation to effectively re-incorporate under another act. Because it is already incorporated, the legal process is called continuance. Instead of incorporating again, the not-for-profit corporation continues from one act into another so that it is governed by that other act as though it were incorporated under it. The process results in the corporation being exported out of one act and being imported into another.

The continuance comes into effect on the date shown on the Certificate of Continuance issued by Corporations Canada.

Who can continue (import) under the NFP Act?

A not-for-profit corporation must be incorporated under another act that is federal, provincial or territorial or is even from another country. That act must permit the continuance.

If the not-for-profit corporation is incorporated under Part II of the Canada Corporations Act, you should consult the [Transition Guide](#).

What documents must be filed to continue (import) a not-for-profit corporation?

An application for continuance must include:

- a completed and signed copy of [Form 4011: Articles of Continuance \(import\)](#) ([See available instructions](#));
- a completed and signed copy of [Form 4002: Initial Registered Office and First Board of Directors](#) ([See available instructions](#));
- a [NUANS Name Search Report](#) for the proposed name of the corporation that is not more than 90 days old. If you have received prior approval of the name, attach a copy of the letter from Corporations Canada approving the name along with the copy of the NUANS Name Search Report. If the proposed name is a number name, a NUANS Name Search Report is not required; and
- the filing [fee](#), although there is no fee if the not-for-profit corporation is governed by another [federal act](#).

If the not-for-profit corporation is governed by an act that has been [pre-approved by Corporations Canada](#) also include:

- A letter of approval from the legislative authority that administers the act currently governing the not-for-profit corporation. This document is not required if the not-for-profit corporation is governed by another [federal act](#).

If the not-for-profit corporation is not governed by another [federal act](#) or by an act that has been [pre-approved by Corporations Canada](#), the following documents must also be filed:

- A letter of approval from the legislative authority that administers the act currently governing the not-for-profit corporation.
- A copy of the sections of the act under which the not-for-profit corporation currently exists showing that the continuance is permitted.
- A signed legal opinion by counsel qualified to practice in the jurisdiction where the not-for-profit corporation is incorporated, stating that:
 - the non-federal law permits continuances to the NFP Act,
 - once the not-for-profit corporation is continued under the NFP Act, the non-federal law will cease to apply to it, and
 - in cases where the other legislative authority does not make it a practice to issue a formal authorization for continuance, the not-for-profit corporation meets all the requirements for export under the act.

Languages of articles

Articles of Continuance may be filed in the official language of your choice (English and/or French). This means that Form 4011 may be submitted:

- in a format using either official language;
- in a format using both English and French; or
- in a completely bilingual format, using both official languages equally.

Related Information

- [How do I file my application?](#)
- [What happens after I submit my application?](#)

Amending the Articles of a Not-for-profit Corporation

Learn how to prepare a request to amend the articles of a not-for-profit corporation under the Canada Not-for-profit Corporations Act (NFP Act).

Note: Although the information provided here will assist you in completing the amendment process quickly and accurately, it is not intended to replace legal advice. You may wish to consult a lawyer or other professional advisor to ensure that the specific needs of your not-for-profit corporation are met.

What documents must be filed to amend the articles of a corporation?

An application to amend articles must include:

1. a completed and signed copy of [Form 4004 – Articles of Amendment](#) ([See available instructions](#));
2. if changing the corporation's name to anything other than a numbered name, you must include a [NUANS Name Search Report](#);
3. if the province of registered office is changing, a completed and signed copy of [Form 4003 – Change of Registered Office Address](#) ([See available instructions](#));
4. if any of the directors of the corporation are being changed, a completed and signed [Form 4006 – Changes regarding directors](#) would need to be filed ([See available instructions](#)); and
5. the filing [fee](#).

Related Information

- [How do I file my application?](#)
- [What happens after I submit my application?](#)

When should I file Form 4007 – Restated Articles of Incorporation?

File the form when you want to consolidate all the changes previously made to your articles.

When a corporation has made several amendments to its articles, it may be useful to consolidate all the changes and set out the current articles of your corporation into one document. This makes it easier to consult the corporation's articles. To make this consolidation an official document, you may wish to file the restated articles with Corporations Canada. A corporation can do this by completing and filing Form 4007 – Restated Articles of Incorporation with Corporations Canada.

The following must be filed:

1. completed [Form 4007 – Restated Articles of Incorporation](#) ([See available instructions](#));
2. the filing [fee](#). No fee is payable if Form 4007 – Restated Articles of Incorporation is submitted together with a Form 4004 – Articles of Amendment.

Do I have to file Form 4004 –Articles of Amendment to change a corporation's by-laws?

No. Information on changing by-laws is available on the [Corporations Canada website](#).

Corporations Canada

- [Print](#)
- [Email](#)

Obtaining a Certificate of Compliance or a Certificate of Existence

Introduction

This document will help you to obtain a Certificate of Compliance or a Certificate of Existence for a corporation governed by the Canada Not-for-profit Corporations Act (NFP Act).

- [What is a Certificate of Compliance or a Certificate of Existence?](#)
- [Who can obtain a Certificate of Compliance or a Certificate of Existence for a not-for-profit corporation?](#)
- [How do I make a request for a Certificate of Compliance or a Certificate of Existence?](#)
- [Can the Certificate of Compliance be dated as of the day I make the request?](#)
- [If the corporate name has been amended, what will be the corporate name shown on the Certificate of Existence?](#)
- [Can a Certificate of Compliance or a Certificate of Existence be obtained for a period when a corporation was governed by the Canada Corporations Act \(CCA\)?](#)
- [Where do I file an application for a Certificate of Compliance or a Certificate of Existence?](#)

What is a Certificate of Compliance or a Certificate of Existence?

Certificate of Compliance

A Certificate of Compliance is issued by Corporations Canada to show that a corporation:

- exists under the NFP Act, i.e., the corporation has not been dissolved, amalgamated into another corporation or discontinued so that it is governed by a different legislation;
- has filed the required annual returns with Corporations Canada; and
- has paid all required fees.

Certificate of Existence

A Certificate of Existence shows that a corporation exists as of a specified date. In other words, the certificate states that on the specified date, the corporation was not dissolved, amalgamated into another corporation or discontinued. Corporations Canada can also issue a Certificate of Existence for a specific time period if the corporation was not dissolved, discontinued or amalgamated at any point during that period.

A Certificate of Existence does not certify that a corporation has sent all the required documents to Corporations Canada nor that it has paid all required fees.

If the corporation does not meet the requirements for issuing the certificate, Corporations Canada will give the applicant a notice indicating the reasons.

Who can obtain a Certificate of Compliance or a Certificate of Existence for a not-for-profit corporation?

Any person can request a Certificate of Compliance or a Certificate of Existence for a not-for-profit corporation.

How do I make a request for a Certificate of Compliance or a Certificate of Existence?

You must send a written request to Corporations Canada stating:

- the type of certificate you are requesting and, in the case of a Certificate of Existence, the requested date or time period;
- the corporate name of the corporation for which the certificate is being requested;
- the name and telephone number of a contact person;
- the e-mail address, the postal address or fax number to which Corporations Canada should send the certificate; and
- the [fee](#).

Can the Certificate of Compliance be dated as of the day I make the request?

No. The Certificate of Compliance will be dated as of the day Corporations Canada issues the certificate.

The issuance date may not be the date on which the request is received. Corporations Canada processes requests for Certificate of Compliance within 24 hours of receiving them. It is not possible to request a certificate to be dated before the date of its issuance.

If the corporate name has been amended, what will be the corporate name shown on the Certificate of Existence?

If the corporate name has been amended, the Certificate of Existence will show the current corporate name even though it may have existed under a different name during part of the specific time period covered by the Certificate of Existence.

Can a Certificate of Compliance or a Certificate of Existence be obtained for a period when a corporation was governed by the Canada Corporations Act (CCA)?

Corporations Canada cannot issue a Certificate of Compliance or a Certificate of Existence under the NFP Act for a time period when a corporation was governed by the CCA. However, on request, Corporations Canada can issue a Letter of Existence that certifies the corporation existed under the CCA at a specific date or for a specific time period. There is no fee for a Letter of Existence.

[Where do I file an application for a Certificate of Compliance or a Certificate of Existence?](#)

Corporations Canada

Publications and Forms

Guides

- [Creating a Not-for-profit Corporation](#)

- [Transition Guide for Federal Not-for-profit Corporations](#)
- [Download the Transition Guide \(PDF Version, 2.11 MB\)](#)
- [Requirements for Soliciting Corporations](#)
- [Where do I file an application?](#)
- [What does Corporations Canada do with my application?](#)
- [Your Reporting Obligations under the Canada Not-for-profit Corporations Act](#)
- [Obtaining a Certificate of Existence or a Certificate of Compliance](#)
- [Information for Special Act Corporations without share capital](#)

Policies

- [Deadline for Filing of Annual Returns](#)
- [Correction of Certificates and Articles](#)
- [Cancellation of Certificates and Articles](#)
- [Deeming a Corporation Non-soliciting](#)
- [Deeming the Gross Annual Revenues of a Soliciting Corporation](#)

Other information

- [Forms](#)
- [Glossary](#)
- [Fees and service standards](#)
- [By-law Builder](#)
- [Model by-laws](#)
- [Model articles of incorporation and continuance](#)
- [Frequently Asked Questions - Incorporation](#)
- [Frequently Asked Questions - Transition](#)
- [Frequently Asked Questions - General information](#)

Legislation

- [Canada Not-for-Profit Corporations Act](#)
- [Canada Not-for-profit Corporations Regulations](#)

Corporations Canada

Requirements for Soliciting Corporations under the Canada Not-for-profit Corporations Act (NFP Act)

What is a soliciting corporation?

A corporation is considered soliciting when it has received more than \$10,000 in income from public sources in a single financial year. Public sources include gifts or donations from non-members, grants from government and funds from another corporation that also received income from public sources.

More specifically, a corporation is a soliciting corporation if it receives income during a single financial year in excess of \$10,000 in the form of:

1. donations or gifts or, in Quebec, gifts or legacies of money or other property requested from any person who is not:
 1. a member, director, officer or employee of the corporation at the time of the request,
 2. the spouse of a person referred to in subparagraph (i) or an individual who is cohabiting with that person in a conjugal relationship, having so cohabited for a period of at least one year, or
 3. a child, parent, brother, sister, grandparent, uncle, aunt, nephew or niece of a person referred to in subparagraph (i) or of the spouse or individual referred to in subparagraph (ii);
2. grants or similar financial assistance received from the federal government or a provincial or municipal government, or an agency of such a government; or
3. donations or gifts or, in Quebec, gifts or legacies of money or other property from a corporation or other entity that has, during the most recent financial year, received income in excess of \$10,000 in the form of donations, gifts or legacies referred to in paragraph (a) or grants or similar financial assistance referred to in paragraph (b).

What is a non-soliciting corporation?

A corporation is non-soliciting if it has received no public funds or less than \$10,000 in public funds in each of its three previous financial years.

Why do soliciting corporations need to be identified?

Since soliciting corporations receive public funds, they must meet additional requirements to ensure sufficient transparency and accountability for that income.

What requirements must soliciting corporations meet?

A soliciting corporation must meet five requirements. It must:

1. have a minimum of three directors, at least two of whom are not officers or employees of the corporation or its affiliates;
2. comply with the requirements for public accountants and financial review that relate to soliciting corporations;
3. send financial statements and the report of the public accountant, if any, to the Director;
4. include a provision in its articles that any property remaining on liquidation of the corporation be distributed to a "qualified donee", as defined in the Income Tax Act; and
5. not have a unanimous member agreement.

These requirements do not automatically apply at the time a corporation receives more than \$10,000 from public funds. Instead, the corporation must first determine, at its financial year-end, the total amount it received from public sources for that financial year.

If the total amount is more than \$10,000, the requirements will apply only when the corporation holds its annual meeting of members following that financial year end. The annual meeting allows the corporation to make any changes needed to meet the requirements.

The requirements will continue to apply until the corporation does not meet the definition of soliciting corporation for three financial years in a row.

What if a corporation can't meet all the five requirements?

In certain exceptional circumstances, it may not be necessary for a soliciting corporation to meet the five requirements. In such circumstances, the Director appointed under the NFP Act can deem a soliciting corporation to be a non-soliciting corporation. If deemed to be a non-soliciting corporation, a corporation may not need to meet all five requirements. This would only be granted if it would not be prejudicial to the public interest in any way. For information on when a corporation can apply for such a decision of the Director, refer to the Corporations Canada policy document "Deeming a Corporation Non-soliciting."

Who can help me determine if my corporation is soliciting or non-soliciting?

If you are having trouble applying the definition to the circumstances of your particular corporation, you may wish to consult a lawyer or other professional for help. Note that Corporations Canada will not be able to make that determination.

Deeming a Corporation Non-soliciting

Purpose

This policy sets out information about applying to the Director appointed under the Canada Not-for-profit Corporations Act (NFP Act) to have a soliciting corporation be considered a non-soliciting corporation. It will help you determine:

- whether a corporation is 'soliciting';
- whether it should apply to be non-soliciting; and
- the factors that the Director will consider when deciding whether or not it is appropriate to deem a corporation non-soliciting.

Note: This policy is intended to provide information and set out guidelines. It is not intended to be definitive of decisions that will be made in any particular case. It is also not intended to replace legal advice. You may wish to consult a lawyer or other professional advisor to ensure that your specific needs are taken into consideration when making an application.

Effective Date

October 17, 2011

Overview

A corporation is a soliciting corporation if it receives more than \$10 000 in money or property from the public. To safeguard this public money, the NFP Act imposes five requirements on a soliciting corporation that other corporations do not have to meet. These requirements are very important because they:

- ensure that a corporation that receives money from the public maintains a higher standard of corporate accountability;
- ensure transparency and disclosure; and
- give the public the confidence to continue to fund these corporations.

In some very limited circumstances, it may not be necessary for a soliciting corporation to meet these five requirements. In these particular cases, a corporation can apply to the Director appointed under the NFP Act for a decision to deem the corporation non-soliciting. This is done under subsection 2(6) of the NFP Act. The Director has the power to consider a corporation as not being a soliciting corporation as long as it would not be prejudicial to the public interest. If deemed non-soliciting, a corporation

does not have to meet the five requirements imposed on a soliciting corporation by the NFP Act.

Requirements and Definition of a Soliciting Corporation

What are the five requirements that a soliciting corporation has to meet?

A soliciting corporation must:

1. have a minimum of three (3) directors, at least two (2) of whom are not officers or employees of the corporation or its affiliates;
2. comply with specific [requirements for public accountants and financial review](#);
3. send financial statements and the report of the public accountant, if any, to the Director at least 21 days before each annual meeting of the corporation;
4. provide, in its articles, for the distribution of property to a "qualified donee", as defined in the Income Tax Act, for any property remaining on liquidation of the corporation; and
5. not have a unanimous member agreement.

[Reference 1](#)

What is a soliciting corporation?

A corporation is a soliciting corporation if it receives income during a single financial year in excess of \$10 000 in the form of:

1. donations or gifts or, in Quebec, gifts or legacies of money or other property requested from any person who is not
 1. a member, director, officer or employee of the corporation at the time of the request,
 2. the spouse of a person referred to in subparagraph (i) or an individual who is cohabiting with that person in a conjugal relationship, having so cohabited for a period of at least one year, or
 3. a child, parent, brother, sister, grandparent, uncle, aunt, nephew or niece of a person referred to in subparagraph (i) or of the spouse or individual referred to in subparagraph (ii);
2. grants or similar financial assistance received from the federal government or a provincial or municipal government, or an agency of such a government; or

3. donations or gifts or, in Quebec, gifts or legacies of money or other property from a corporation or other entity that has, during the most recent financial year, received income in excess of \$10 000 in the form of donations, gifts or legacies referred to in paragraph (a) or grants or similar financial assistance referred to in paragraph (b).

These three sources of funding are referred to as "public funding" or "public income" throughout this policy.

[Reference 2](#)

How does a corporation determine if it is a soliciting corporation?

On its financial year-end, a corporation applies the definition set out above to determine whether or not it meets the definition of a soliciting corporation. It is only at this point that a corporation will know how much public funding it received in a particular financial year.

If it meets the definition of a soliciting corporation, when does a corporation actually become 'soliciting' and have to meet the five requirements?

Although a corporation determines whether or not it meets the definition of a soliciting corporation on its financial year-end, it does not actually become 'soliciting' until the first annual meeting of its members following that financial year-end. It can make any changes required to meet the five requirements at that annual meeting.

For example, if a corporation's financial year-end is March 31 and it determines on that date that it meets the definition of a soliciting corporation, it actually becomes 'soliciting' at its next annual meeting of members (e.g., on June 30). It is at that meeting (i.e., on June 30) that it can make any changes required to meet the five requirements (e.g., elect a minimum of three directors).

[Reference 3](#)

When does a corporation stop being a soliciting corporation?

Once it becomes a soliciting corporation, it stays 'soliciting' for a period of three years. That is, it becomes a soliciting corporation at the first annual meeting following the financial year-end and stays that way until the third annual meeting following that first annual meeting. This will be between 36 to 45 months later. In other words, a soliciting corporation remains

'soliciting' until it has had three consecutive financial years during which it has received public income of \$10 000 or less. Note that the \$10 000 is calculated each year and not cumulatively (i.e., not over the three-year period).

For example, if a corporation becomes a soliciting corporation at its annual meeting on June 1, 2012, the earliest it could become a non-soliciting corporation would be at its annual meeting of members in 2015 (e.g., July 20, 2015).

[Reference 4](#)

Considering Whether to Make an Application

Why would a soliciting corporation apply to be deemed non-soliciting?

If deemed non-soliciting, a corporation does not have to meet the five requirements. There may be circumstances where it is not in the best interests of a corporation to meet all these requirements.

Note: Whether it is soliciting or not, a corporation that receives public income in excess of \$10 000 in the course of any single financial year within its last five years (i.e., the five years before it dissolves) will still need to meet the following requirement (set out above as requirement (d)):

provide, in its articles, for the distribution of property to a "qualified donee", as defined in the Income Tax Act, for any property remaining on liquidation of the corporation.

Therefore, even if a corporation is deemed non-soliciting by the Director, depending on its particular circumstances, it may still have to meet this one requirement.

[Reference 5](#)

When can a corporation apply?

A corporation can apply to be deemed non-soliciting at any time.

Can a corporation apply to be deemed non-soliciting retroactively?

The Director has the power to decide that a corporation is a non-soliciting corporation retroactively. Requests for retrospective decisions will be reviewed on a case-by-case basis.

For how long is a corporation deemed non-soliciting?

If granted, the Director's decision to deem a corporation non-soliciting remains in effect so long as:

- the circumstances which led to the initial decision have not substantially changed; or
- the decision is not modified, revoked or terminated.

It is possible for a corporation to make more than one application throughout its lifetime.

When is it not appropriate for a corporation to apply to be deemed non-soliciting?

It is not appropriate for a corporation to apply to be deemed non-soliciting if:

- it is not a soliciting corporation;
- it only wants relief from one of the five requirements and another provision is available to provide the relief for that specific requirement (e.g., a corporation that only wants relief from the requirement to send financial statements to the Director should apply for an exemption from financial disclosure requirements under section 173 of the NFP Act); or
- it cannot meet the test or does not fall within the factors set out below.

Director's Review

Test to be applied by the Director

Since the five requirements are meant to protect the public interest, the Director will only deem a corporation non-soliciting if satisfied that the decision would not prejudice the public interest. In reviewing an application, the Director will assess the potential for prejudice to any and all potential stakeholders. Essentially, the question the Director will ask is:

Would the persons or groups who would ordinarily benefit from the requirements be prejudiced if those requirements no longer applied to this corporation?

Factors the Director will consider

The Director will consider making a decision that a corporation is non-soliciting in cases where there is little or no prejudice to stakeholders because:

- the requirements are being met in an alternative and equivalent manner; or
- adherence to these requirements would provide no benefit or is no longer necessary.

For example:

- A corporation exists solely for the management of a fundraising campaign and all of the money raised during the campaign goes directly to another soliciting corporation that already meets all of the requirements;
- A corporation receives an unusually high level of public funding in one financial year and has spent all of its public funding before the time the application is made; or
- A corporation receives all of its public funding from a government agency and that agency sets out the requirements which the corporation must meet and those requirements are equivalent to the requirements imposed on a soliciting corporation.

It should be noted that the financial expense of meeting the requirements imposed on a soliciting corporation will not generally be considered to be a relevant factor in the Director's decision.

Note: Setting out the test to be applied by the Director and the factors that will be considered in making a decision is not intended to limit the discretion of the Director in making a decision, especially if the decision would be incompatible with the interests of the public generally, including public confidence in charities and other not-for-profit groups.

[Additional Information about Decisions made by the Director appointed under the NFP Act](#)

References

Reference 1: For more specific information on the requirements that a soliciting corporation has to meet, refer to sections 125, 170, 176, 179-196 and 235 of the NFP Act. ([Return to text](#))

Reference 2: You can find the definition of a soliciting corporation in subsection 2(5.1) of the NFP Act. ([Return to text](#))

Reference 3: You will find the explanation of when a corporation actually becomes 'soliciting' in subsection 16(b) of the Canada Not-for-profit Corporations Regulations (NFP Regulations). ([Return to text](#))

Reference 4: You will find the explanation of when a corporation stops being a soliciting corporation in subsection 16(a) of the NFP Regulations. ([Return to text](#))

Reference 5: You will find the explanation of when this requirement applies in section 235 of the NFP Act. ([Return to text](#))

Deeming the Gross Annual Revenues of a Soliciting Corporation

Purpose

This policy sets out information about applying to the Director appointed under the Canada Not-for-profit Corporations Act (NFP Act) to deem the gross annual revenues (GAR) of a soliciting corporation to be equal to or less than a specific amount. It will help you determine:

- which of the three levels of financial review applies to your corporation;
- whether your corporation should apply to have its GAR deemed to be equal to or less than a specific amount; and
- the factors that the Director will consider when deciding whether or not it is appropriate to deem a corporation's GAR to be equal to or less than a specific amount.

Note: This policy is intended to provide information and set out guidelines. It is not intended to be a binding statement of the decision that will be made in any particular case, especially if the decision would be incompatible with the interests of the public generally. It is also not intended to replace legal

advice. You may wish to consult a lawyer or other professional advisor to ensure that your specific needs are taken into consideration when making an application.

Effective Date

November 17, 2011

Overview

A soliciting corporation receives significant sums of money or property from the public. To safeguard this public money, the NFP Act imposes five additional requirements on a [soliciting corporation](#). These requirements are important because they:

- ensure that a corporation that receives money from the public maintains a higher standard of corporate accountability;
- ensure transparency and disclosure; and
- give the public the confidence to continue to fund these corporations.

One of the requirements relates to financial review. There are three different levels of financial review. A soliciting corporation falls into one of the three levels based on its GAR. The following chart summarizes the three levels of financial review. For more information about the different types of financial review (e.g., audit, review engagement or compilation), consult the overview in [Financial Statements and Review](#).

Financial Review Chart		
Gross Annual Revenues (GAR)	Level	Requirements
Equal to or less than \$50,000	Level 1	If a public accountant (PA) is appointed, a review engagement is required but members can vote by simple majority to require an audit instead. If a PA is not appointed, only a compilation is required.
Between \$50,000 and \$250,000	Level 2	Audit is required but members can vote by 2/3 majority to have a review engagement instead.
Over \$250,000	Level 3	Audit is required.

There may be some situations where a soliciting corporation may seek to have a lower level of financial review. In these particular cases, the corporation can apply under the NFP Act for a decision to deem its GAR to be equal to or less than a specific amount. The Director has the power to deem the GAR to be equal to or less than a specific amount as long as it would not be prejudicial to the public interest. If its GAR are deemed by the Director, a corporation has to meet the level of financial review that corresponds with its deemed GAR.

Note: Regardless of whether its GAR are deemed or not, a corporation is always required to annually prepare and provide members with financial statements.

[Reference 1](#)

Considering Whether to Make an Application

Why would a soliciting corporation apply to have its GAR deemed to be equal to or less than a specific amount?

If its GAR are deemed to be equal to or less than an amount lower than its actual GAR, a soliciting corporation would have to meet a lower level of financial review than it would have had to otherwise.

Example: A soliciting corporation has GAR of \$100,000 in a financial year and must meet the Level 2 requirements. It must have its financial statements audited unless members vote by two-thirds majority to have a review engagement instead. The corporation can apply to the Director to be deemed to have GAR of less than \$50,000 for that financial year. If granted, the corporation would have to meet the Level 1 requirements. It could have a review engagement or a compilation for that financial year, depending on whether a PA was appointed or not.

Example: A soliciting corporation has GAR of \$500,000 in a financial year and must meet the Level 3 requirements. It must have its financial statements audited. The corporation can apply to the Director to be deemed to have GAR of between \$50,000 and \$250,000 for that financial year. If granted, the corporation would have to meet the Level 2 requirements. It must have its financial statements audited unless members vote by two-thirds majority to have a review engagement for that financial year instead.

Note: It is not appropriate to seek a decision to have deemed GAR if a corporation also wants relief from all of the other requirements imposed on a soliciting corporation. A corporation that wants relief from all five of the

additional requirements imposed on a soliciting corporation should apply for a decision to be deemed non-soliciting under subsection 2(6) of the NFP Act.

[Reference 2](#)

When can a corporation apply?

A corporation must apply at least 60 days before the corporation's annual financial statements are to be placed before members at its annual meeting. The Director can extend the time for making an application as long as it would not be prejudicial to the public interest.

[Reference 3](#)

How long will a decision to deem the GAR of a soliciting corporation be effective?

If granted, the Director's decision to deem a soliciting corporation's GAR a specific amount will be effective for one financial year only with no renewals.

Director's Review

On the application of a soliciting corporation, the Director may, on any terms that the Director thinks fit, deem the corporation to have GAR equal to or less than \$50,000 or GAR equal to or less than \$250,000 if doing so would not be prejudicial to the public interest.

Test to be applied by the Director

Since the requirements regarding financial review are meant to protect the public interest, the GAR of a soliciting corporation will only be deemed equal to or less than a specific amount if the Director is satisfied that the decision would not prejudice the public interest. In reviewing an application for deemed GAR, the Director will assess the potential for prejudice to any and all potential stakeholders. Essentially, the question the Director will ask is:

- Would the persons or groups who would ordinarily benefit from the level of financial review imposed on a soliciting corporation be prejudiced if that level was lowered for that financial year?

An application for deemed GAR must clearly set out which persons or groups normally benefit from the requirements and why those persons or groups will not be adversely affected by lowering the level of those requirements.

Factors the Director will consider

The Director will consider making a decision to deem a soliciting corporation's GAR to a specific amount in cases where there is little or no prejudice to stakeholders because:

- a corporation has had unusually high GAR in one financial year and is required to meet a higher level of requirements for financial review than usual; AND
- adhering to the higher level of requirements for financial review would provide no benefit to stakeholders.

Additional Information about Decisions made by the Director appointed under the NFP Act

References

[Reference 1](#): An application for a decision to deem the GAR of a soliciting corporation is done under section 190 of the NFP Act. You can find the information on public accountants in sections 181 and 182 of the NFP Act. You can find information on review and audit engagements in sections 188 and 189 of the NFP Act. For more specific information on what financial documents a corporation is required to annually prepare, refer to section 172 of the NFP Act.

[Reference 2](#): The "Deeming a Corporation Non-soliciting" policy can be found [here](#).

[Reference 3](#): You can find information on when to apply for deemed GAR in subsections 89(2)(c) and 89(3) of the Canada Not-for-profit Corporations Regulations.

Corporations Canada

What does Corporations Canada do with my application?

Corporations Canada reviews applications to verify that the documents comply with the NFP Act.

Corporations Canada will first check that the application includes all of the necessary documents; that the forms are completed and signed; and that the required fee is included. Since Corporations Canada cannot proceed to examine an application without the required information, an application will be considered incomplete if any of these elements are missing. If an application is determined to be incomplete, it will be returned, along with a notice specifying what is missing. At that point, if a complete application is not resubmitted within four months, the application will be considered abandoned and the fee, if any, will be refunded.

On the other hand, if the application is considered complete, it will proceed to the examination stage. Corporations Canada will then examine the information in the application to ensure that it meets the requirements of the Act. If Corporations Canada needs more information, for example to make a decision regarding the name, the application will be returned along with a notice of deficiency, indicating the additional information required. If the application is not resubmitted with the additional information within six months, the application will be considered abandoned. Where an application is abandoned at this stage, the fee, if any, will not be refunded because Corporations Canada does not have the authority to refund a fee once a complete application has been received.

If Corporations Canada confirms that the application complies with the NFP Act, a certificate will be issued, with the effective date being the date the complete application was received. To obtain an effective date that is later than the received date, simply submit a cover letter along with your application.

Summary of the consequences of an incomplete or deficient application		
	Incomplete Application	Deficient Application
Action taken by Corporations Canada	Application returned with a notice specifying the missing information required before it can proceed to examination.	Application returned with a notice specifying what additional information or documents are needed.
Action to be taken by the applicant	You must resubmit a complete application.	The information requested in the notice must be provided before Corporations Canada can continue its examination.
Date application abandoned	If no action is taken by you within four months of the date of the Corporations	If the additional information is not provided within six months of the date of the

	Canada notice, the request will be considered abandoned.	Corporations Canada notice, the request will be considered abandoned.
Date of the certificate	Date when a complete application is received or any later date requested.	Date when a complete application is received or any later date requested.
Refund of fee	When abandoned, fee refunded.	When abandoned, fee not refunded.

Note: If the application applies to a corporation that is dissolved, amalgamated or continued, the application is considered invalid. It will be returned to the applicant with a notice explaining the issue. If a valid application is not resubmitted within three months, a refund process for the fee will be initiated.

Corporations Canada

How do I file my application under the Canada Not-for-profit Corporations Act (NFP Act)?

Contact us		
	Address	Method of payment
By email	corporationscanada@ic.gc.ca	Pay by credit card only: American Express, MasterCard or Visa.
By fax	Toll-free (within Canada): 1-877-568-9922 Fax (National Capital Region and Outside Canada): 613-941-4803	Pay by credit card only: American Express, MasterCard or Visa.
By mail	<i>Corporations Canada Jean Edmonds Building South Tower, 9th Floor 365 Laurier Avenue West Ottawa, Ontario K1A 0C8</i>	Pay by: • credit card: American Express, MasterCard or Visa; or • cheque payable to the Receiver General for Canada.
In person	From Monday to Friday, between 9:00 a.m. to 12:00 p.m. and 1:00 p.m. to 5:00 p.m., at <i>Corporations Canada</i>	Pay by: • credit card: American Express, MasterCard or Visa; • cheque payable to the Receiver

	<i>Jean Edmonds Building South Tower, 9th Floor 365 Laurier Avenue West Ottawa, Ontario K1A 0C8</i>	General for Canada; or • cash

Note

Corporations Canada does not acknowledge receipt of applications, except for online applications, or send you back a copy of the forms you file.

If you file an Annual Return, a Change of Registered Office Address or Changes Regarding Directors, other than online, you can expect the corporation's information to be updated on the online database within five days of receipt. If you want to check, go to Corporations Canada's [Search for a Federal Corporation](#).

What happens after I submit my application under the Canada Not-for-profit Corporations Act (NFP Act)?

Step 1 – Corporations Canada will review your application to see if it is complete and valid

An application is complete if:

- it includes all necessary documents;
- the forms are complete and signed; and
- the fee is included.

If any of these things are missing, your application will be considered incomplete. Since Corporations Canada cannot properly examine your application without these things, an initial scan is done to make sure they are all there.

Occasionally, Corporations Canada receives an application for a corporation that does not actually exist in the legal sense (e.g., it is dissolved or has moved to another jurisdiction). In those cases, the application is considered invalid.

If your application is incomplete or invalid:

- it will be returned to you along with a letter that tells you what is missing or explains why it is invalid;
- you must send a complete and valid application within four months or else your application will be considered abandoned and the fee, if any, will be refunded.

Step 2 – Corporations Canada will review your application to ensure that it complies with the Canada Not-for-profit Corporations Act (NFP Act).

Once a complete and valid application is received, it will move to the examination step. Sometimes Corporations Canada needs more information for this step than what has been

submitted. This additional information is needed to properly determine whether your application meets the requirements of the legislation. For example, we often require additional information about the corporate name you are proposing.

If more information is needed:

- your application will be returned to you along with a letter that tells you exactly what is needed;
- you must resend the application with the additional information requested within six months or else your application will be considered abandoned. Corporations Canada does not have the authority to refund a fee once a complete application has been received.

Step 3 – Corporations Canada will issue the certificate

If your application is accepted, you will receive the certificate. As a rule, your certificate will be effective as of the date Corporations Canada received your complete application (i.e., when we received the application that made it past Step 1).

If you want your certificate to be effective on a later date (it cannot be an earlier date), simply ask for the date you want in your cover letter.

Summary of what happens to my application		
	Application is incomplete or invalid (Step 1)	Application is complete but additional information needed (Step 2)
What Corporations Canada does	Returns your application with a letter that tells you what is missing or explaining why it is invalid.	Returns your application with a letter that tells you what additional information or documents are needed.
What you need to do	Send a complete and valid application within four months of the date of our letter.	Resend your application with the additional information requested or documents within six months of the date of our letter.
What happens if you don't	Your application will be considered abandoned.	Your application will be considered abandoned.
What happens if you do	If your application is accepted, you will receive a certificate that is effective as of the date Corporations Canada received your complete application or any later date you requested.	If your application is accepted, you will receive a certificate that is effective as of the date Corporations Canada received your complete application or any later date you requested.
Refund	If your application was abandoned, your fee will be refunded.	If your application was abandoned, your fee will not be refunded.

Information for Special Act of Parliament Corporations without Share Capital Regarding the New *Canada Not-for-profit Corporations Act*

Introduction

Corporations without share capital that were incorporated by a Special Act of Parliament are subject to the provisions of Part 19 of the new *Canada Not-for-profit Corporations Act* (NFP Act) even though they are not incorporated under the NFP Act.

Note: This document is not intended to replace legal advice. While it explains the provisions of Part 19 of the *Canada Not-for-profit Corporations Act*, Corporations Canada cannot advise you on whether you are subject to Part 19 of the Act or on the interpretation of the Act. Accordingly, you may wish to consult legal counsel or other professional advisors for additional information.

To whom does Part 19 apply?

Part 19 of the NFP Act applies to a corporation created by a Special Act of Parliament that does not have share capital (i.e. it is a not-for-profit corporation).

Part 19 of the NFP Act

One of the changes introduced by Part 19 is that a Special Act corporation has all the powers of a natural person. This means that the law treats the corporation for some purposes as if it were a person distinct from its members or owners.

The other provisions of Part 19 require a Special Act corporation to hold annual meetings and to file annual returns with Corporations Canada. Part 19 allows a Special Act corporation to:

- continue into the NFP Act so that it is no longer governed by the Special Act (i.e., it becomes a NFP Act corporation);
- change its corporate name without amending its governing Special Act; and
- voluntarily liquidate and dissolve.

Annual Meetings of Members

Meetings of members are to be held annually. The annual meeting must be scheduled no later than 15 months after the last preceding annual meeting, but no later than six months after the end of the corporation's preceding financial year.

Annual Returns

Annual Returns must be filed with Corporations Canada between March 31st and June 1st each year. Please note that this is not your income tax return; it is your corporate Annual Return ([Form 4033 - Annual Return](#) – Special Act of Parliament). The Annual Return updates information on the Special Act corporation, such as its registered office address and the members of the board of directors.

This information will be made available to the public through the [Corporations Canada website](#).

The fee for filing an Annual Return is \$40.

Continuing into the NFP Act

A corporation without share capital that was created by a Special Act of Parliament can choose to continue (or "re-incorporate") into the NFP Act and become a NFP Act corporation. Once continued, it will no longer be governed by its Special Act. The advantage of being a NFP Act corporation is that changes can be effected more easily since there are specific rules for amending a corporation's articles and by-laws and for effecting fundamental changes. In comparison, as a Special Act corporation, amending legislation would need to be passed by Parliament to amend any provisions of the corporation's special Act.

Information about continuing into the NFP Act is available from Corporations Canada.

Your corporate name

A corporation may wish to change its name. Part 19 of the NFP Act allows Corporations Canada to issue a Certificate of Change of Name to a Special Act corporation, without the need for legislation to amend the Special Act. The members of the corporation must approve the change of name before such a request can be sent to Corporations Canada. The new name must

meet the name requirements under the NFP Act (e.g., a NUANS Name Search Report for the proposed name is required).

Adding the French or English version of the existing corporate name can also be effected with a Certificate of Change of Name.

Liquidating and Dissolving

The members of a Special Act corporation can choose to voluntarily liquidate and dissolve the corporation. Dissolution is the legal termination of a corporation or, in other words, the act of ending the existence of a corporation.

To voluntarily dissolve a corporation, the rules in the NFP Act must be followed to obtain a Certificate of Dissolution. The corporation is dissolved as of the effective date of the Certificate of Dissolution.

For more information on how to liquidate and dissolve a corporation, consult the Corporations Canada publication called "Dissolving a Not-for-profit Corporation" available on our website.

Obtaining Additional Information

For additional information on Corporations Canada's products and services, please visit the [Corporations Canada website](#) or call our toll free number 1-866-333-5556.

Corporations Canada

Your Reporting Obligations under the Canada Not-for-profit Corporations Act (NFP Act)

As a federal not-for-profit corporation you must...

- [File an Annual Return every year](#)
- [File Any Change of Registered Office Address](#)
- [Report Changes Regarding Directors](#)
- [File Financial Statements and Public Accountant's Report](#)
- [Keep Your Articles Up-to-Date](#)
- [Send Copies of By-Laws](#)

File an Annual Return every year

Please note that this is not your income tax return. This is your corporate Annual Return, and it provides up-to-date information about your not-for-profit corporation. This information is then made available to the public through the Corporations Canada website. Members of the public, financial institutions and many other interested parties rely on this information. You are required to file an Annual Return every year.

Obligations	
WHAT	Filing an Annual Return
WHEN	Within the 60 days following the corporation's anniversary date ¹
HOW	Mail, fax or email your completed Form 4022 - Annual Return to Corporations Canada
FEE	\$40

On your Annual Return form, you must provide the date of the corporation's last annual meeting of members.

HELPFUL TIP:

It may be more practical for not-for-profit corporations with only a few members to prepare a written resolution rather than to hold a formal meeting. A written resolution is a written record of decisions that is signed by all of the members who are entitled to vote.

File Any Change of Registered Office Address

Your registered office address is the official address for communicating with your not-for-profit corporation. Many people rely on this address. Corporations Canada also uses this address to remind you to file your Annual Returns. A change of registered office address is only effective once it has been accepted by Corporations Canada.

Obligations	
WHAT	Filing a change of registered office address
WHEN	Immediately to effect the change
HOW	Mail, fax or email your completed Form 4003 - Change of Registered Office Address to Corporations Canada
FEE	No fee

REMEMBER:

- Your registered office address cannot consist solely of a post office box;
- Your registered office address must be within the province or territory that is set out in the articles of your not-for-profit corporation. If your registered office address changes to a place outside of that province or territory, you must first update your articles (see [Keep Your Articles Up-to-Date](#)).

- If you prefer that unofficial documentation be sent somewhere else, you may provide an additional address (e.g., a law firm). If an additional address is needed, please submit the information in writing.

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Report Changes Regarding Directors

The directors of your not-for-profit corporation have the power and the duty to manage the activities of the corporation. As a result, interested members of the public have a right to know who the current directors are and where they can be reached. You are required to report any changes regarding directors.

These changes include:

- the election or appointment of a new director;
- the resignation or removal of a director; and
- any change in the residential address of a current director.

Obligations	
WHAT	Reporting changes regarding directors
WHEN	Within 15 days of the change or, in the case of a change to a director's residential address, within 15 days of being notified of the change
HOW	Mail, fax or email your completed Form 4006 - Changes Regarding Directors to Corporations Canada
FEE	No fee

REMEMBER:

- The number of directors must be the same as the fixed number or within the minimum/maximum number of directors that is set out in the articles of your not-for-profit corporation. If the number of directors differs from the fixed number or is not within the minimum/maximum number in the articles, you must first update your articles (see [Keep Your Articles Up-to-Date](#)).

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File Financial Statements and Public Accountant's Report

This applies only to "soliciting" not-for-profit corporations, which are generally those that receive public donations and/or government grants in excess of \$10,000 in a single financial year. Corporations Canada makes the financial documents of soliciting not-for-profit corporations available to the public. You are required to send financial documents every year.

Obligations	
WHO	Soliciting not-for-profit corporations
WHAT	Filing copies of financial statements and reports of a public accountant, if any
WHEN	Not less than 21 days before each annual meeting of members or as soon as possible after a written resolution is signed
HOW	Mail, fax or email financial documents to Corporations Canada
FEE	No fee

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Keep Your Articles Up-to-Date

Your articles set out basic information about your not-for-profit corporation which is then made available to the public through the Corporations Canada website. You are required to amend your articles if you make changes to the following:

- the corporation's name;
- the province or territory in which your registered office is located;
- the fixed, minimum or maximum number of directors;
- the classes, or regional or other groups, of members;
- the restrictions on the activities the not-for-profit corporation may carry on;
- the statement of the purpose of the not-for-profit corporation;
- the statement regarding the distribution of property remaining on liquidation; and
- any other provision included in your articles.

Obligations	
WHAT	Filing Articles of Amendment
WHEN	As soon as the amendment has been adopted by members
HOW	Mail, fax or email your completed Form 4004 - Articles of Amendment to Corporations Canada
FEE	\$200

REMEMBER:

Amendments to articles become effective on the date shown on the Certificate of Amendment that you receive from Corporations Canada.

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Send Copies of By-Laws

By-laws set out valuable information about your not-for-profit corporation. Corporations Canada does not review your by-laws but does make them available to the public. In most cases, a by-

law is created, changed or repealed by the directors of the corporation and then submitted to the members for confirmation. You are required to send copies of:

- all new by-laws;
- any changes to by-laws; and
- any repeal of by-laws.

Obligations	
WHAT	Sending copies of by-laws and by-law amendments
WHEN	Within 12 months of confirmation by members
HOW	Mail, fax or email copies of by-laws to Corporations Canada
FEE	No fee

Take Note:

These obligations are all required by the NFP Act. Any not-for-profit corporation that defaults for a period of one year in sending any fee, notice or document required by the NFP Act could be dissolved. Dissolution terminates the existence of a corporation and can have serious legal repercussions, particularly if the corporation is a "registered charity" as defined in the Income Tax Act.

¹ The anniversary date is the date the corporation was incorporated, amalgamated or continued under the NFP Act. It can be found on the corporation's Certificate of Incorporation, Amalgamation or Continuance or on the Corporations Canada online database of federal corporations.

Corporations Canada

Deadline for Filing of Annual Returns

Purpose

This policy sets out when annual returns are to be filed under the *Canada Not-for-profit Corporations Act*(NFP Act).

Effective Date

October 17, 2011

Deadline for filing an annual return

Every corporation must file an annual return within the 60 days following a corporation's anniversary date. The anniversary date is the date your corporation incorporated, amalgamated or continued under the NFP Act. The date can be found on your corporation's Certificate of Incorporation, Amalgamation or Continuance. You can also find your anniversary date on Corporations Canada's [online database](#).

The information on [Form 4022](#) – Annual Return must reflect your corporation's situation as of the anniversary date. This form provides Corporations Canada with up-to-date information about your corporation, which we then make available on our website. This enables members of the public, financial institutions and many other interested parties to make informed and timely decisions about not-for-profit corporations.

The information on your corporation will be updated on the Corporations Canada website within five days after Corporations Canada receives your annual return. You can check that it has been updated on the website.

Your corporation may be dissolved if it fails to file its annual return.

[Where do I file an annual return?](#)

[What are the fees for filing an annual return?](#)

Corporations Canada

Fees and Service Standards

Fees and service standards for an application under the Canada Not-for-profit Corporations Act (NFP Act):

Fees and Service Standards - NFP Act

Fees and service standards for an application under the Canada Not-for-profit Corporations Act (NFP Act):

Fees and Service Standards		
Services	Fee	Service Standards (business days)
Annual return	\$40	5
Incorporation	\$250	5

Certificate of compliance or certificate of existence	\$10	1
Amendment of articles	\$200	5
Revival of a dissolved corporation	\$200	5
Continuance (import) into the NFP Act	\$200	5
Letter of satisfaction for continuance to another jurisdiction (export)	\$200	5
Restated articles when not submitted with articles of amendment	\$50	5
Amalgamation	\$200	5
Arrangement	\$200	5
Revocation of the intent to dissolve	\$50	5
Correction (no fee when the error was made solely by Corporations Canada)	\$200	20
Decision to deem a corporation non-soliciting	\$250	30
Decision to refuse, allow or provide access to corporate records	\$250	30
Exemption from trust indenture requirements	\$250	30
Authorization relating to absentee voting methods	\$250	30
Exemption from financial disclosure requirements	\$250	30
Exemption from electronic document requirements	\$250	30
Copies of documents (active corporations)	\$1 per page	1
Copies of documents (inactive corporations)	\$1 per page	6
Certified copies of documents (active corporations)	\$35	1
Certified copies of documents (inactive corporations)	\$35	6

Service Standards for no fee services

No Fee Services		Service Standards (business days)
Transition to the NFP Act		5
Changes regarding directors		5
Change of registered office address		5
Filing of By-laws		5
Dissolution		5
Discontinuance (not the Letter of Satisfaction)		5

Pre-approval of a corporate name	5
Restated articles when submitted with articles of amendment	5
Cancellation of articles or certificates	20
Correction when the error was made solely by Corporations Canada	20
Amendment of articles when the only purpose is to add an English or a French version to a corporations' name, or to change a name as directed by the Director	5
Authorization to extend the time for calling an annual meeting	30
Authorization relating to method of giving notice of annual meetings	30
Deemed revenues of a soliciting corporation	30
Filing of financial statements by a soliciting corporation	5

Note: Fees may be paid by credit card (American Express, MasterCard or Visa), cheque payable to the Receiver General for Canada or cash depending on the [method of filing an application](#) (i.e., email, fax, mail or in person).

Corporations Canada

Correction of articles and certificates

Purpose

This policy explains how to apply to correct articles and certificates that have been issued under the Canada Not-for-profit Corporations Act (NFP Act).

Note: This policy is intended to provide information and set out guidelines. It is not to be a binding statement of what decision will be made on a particular application. It is also not intended to replace legal advice. You may wish to consult a lawyer or other professional to ensure that the specific needs of your not-for-profit corporation are taken into consideration when making an application.

Effective date

October 17, 2011

Authority of the Director to correct an error in the articles or certificate

The NFP Act gives the Director appointed under the NFP Act the discretion, under certain conditions, to correct an error made in the articles or certificate of a not-for-profit corporation in certain situations.

Correction when the error is obvious

An error is obvious when it is evident from reviewing the articles or the certificate what was intended, e.g., when a corporate name is misspelled as in: "ABC Librarian Centre/Centre des vibraires ABC".

In the case of an obvious error, the Director will correct the articles or certificate upon receiving a written request for correction. The request should include the following:

1. an explanation of the error;
2. the certificate and the corrected replacement pages of the articles, if applicable;
3. if the error relates to the corporate name and the corporate name has not been used: a [statutory declaration](#) by a director or officer (or the incorporators where no organizational meeting has been held) stating that, to the best of his or her knowledge after diligent enquiry:
 1. that no use has been made of the incorrect name (or referred in an other document);
 2. the corporation has not signed any [security agreements](#) or any other document using its incorrect name; and
 3. no filings have been made under any personal property security legislation in Canada, against the incorrect corporate name;
4. if the error relates to the corporate name and the incorrect corporate name has been used (for example in a contract between the corporation and a supplier), attach the written consent to the correction from anyone dealing with the corporation on the basis of the incorrect corporate name;
5. the [fee](#).

Correction when the error is not obvious from the articles or the certificate themselves

Usually an error is not obvious when the error relates to words or numbers indicated in the articles or the certificate. For example, the Articles of Incorporation indicate that the minimum number of directors is 1; however the original intent of the incorporators was to indicate 5 as the minimum number of directors.

In the case of an error that is not obvious, the Director will review the application and may, at his or her discretion correct the articles or certificate. The Director may correct the error only if the following conditions are met:

- the correction is approved by the directors of the corporation (or the members acting in accordance with a unanimous members agreement, or the incorporator where no directors have yet been appointed); and
- the Director is satisfied that:
 - no members or creditors would be adversely affected by the correction; and
 - the correction reflects the original intention of the corporation or the incorporators.

The Director does not correct errors in judgment. For example, no correction will be approved after a Certificate of Amalgamation is issued and the corporation realizes that the amalgamation was not a good decision or would like to replace one of the amalgamated corporations.

The written request must include the following:

1. the certificate and the corrected replacement pages of the articles, if applicable.
2. a [statutory declaration](#) of a director or an officer (or the incorporators where no organizational meeting has yet been held) which includes the following statements:
 1. that the correction was approved by the directors of the corporation (or the members acting in accordance with a unanimous members agreement, or the incorporators where no directors have yet been appointed);
 2. that an error was made and an explanation as to how it was made;
 3. that the removal of the error by articles of amendment or other available means would cause undue hardship;
 4. that no members or creditors would be adversely affected by the correction and the correction reflects the original intention of the corporation or the incorporators, as the case may be; or if the correction may have an affect on the members or creditors of the corporation, a description of the effect the correction would have;
 5. if the correction relates to corporate finance: information regarding who are the debt obligation holders before and after the issuance of the certificate, as well as the principal amount of each outstanding debt obligation before and after the correction;

6. if the correction relates to the classes or groups of members set out in the articles: information regarding the impact on the members in those classes or groups before and after the correction;
7. if the error relates to the corporate name and the corporate name has not been used (see "c." below if it has been used):
 1. that no use has been made of the incorrect name (or referred in an other document);
 2. the corporation has not signed any [security agreements](#) or any other document using its incorrect name; and
 3. no filings have been made under any personal property security legislation in Canada, against the incorrect corporate name;
8. if the correction relates to the date of the certificate and the date has not been used (see "d." below if it has been used): a statement indicating that no use has been made of the incorrect effective date.
3. if the error relates to the corporate name and the corporate name has been used (e.g., in a contract between the corporation and a supplier): attach the written consent to the correction from anyone dealing with the corporation on the basis of the incorrect corporate name;
4. if the error relates to the date on the certificate and that date was used: attach the written consent to the correction from anyone dealing with the corporation on the basis of the incorrect effective date;
5. if the articles or the certificate to be corrected were issued over two years prior to the request for correction and only if requested by the Director, a resolution of the members authorising such correction;
6. a certified copy of the original resolution authorising the intended amendment or other fundamental changes incorrectly reflected in the articles or the certificate;
7. if the error was made, not by the corporation itself, but by its representative to whom it had given correct instructions, the Director may, at its discretion, correct the document upon receipt of all documents mentioned in paragraphs (a) to (d) above, and:
 1. a [statutory declaration](#) of the representative indicating the instructions received and the reasons why those instructions were not reflected in the articles or the certificate; and
 2. a [statutory declaration](#) of a director or an officer of the corporation (or the incorporators where no organizational meeting has yet been held) explaining why it is not possible to obtain the declaration mentioned in subparagraph (i) above, the instructions given to the representative and why the instructions were not reflected in the articles or the certificate;
8. the [fee](#).

Correction when an error was made solely by the Director

An error that was made solely by Corporations Canada staff is an error that was committed by Corporations Canada staff while handling a request (e.g., a typo on a certificate or the certificate effective date is not the date specifically requested by the applicant).

When the error was solely made by Corporations Canada staff, the applicant should send a correction request in writing explaining the error with contact information. There is no payment required.

Despite the fact that the error is solely due to Corporations Canada staff, the Director may require additional information in order to be able to make a decision. In such cases, the Director will contact the applicant and indicate the documents required. If the Director does not receive the information, the request for correction will be considered abandoned.

Correction initiated by the Director

The Director can also initiate the process of correction for the articles or certificate. In this case, the Director may require the directors and members of the corporation to make the necessary resolutions, to send any documentation required to support the correction, and to undertake any other measures in order to allow for the correction.

If the Director initiates the process for the correction of articles and certificate, the corporation will receive a notice from the Director explaining the error and why the correction is requested. If applicable, the notice will indicate a list of documents required.

Documents that cannot be corrected

The NFP Act does not permit the following documents to be corrected:

- [Form 4002: Initial Registered Office Address and First Board of Directors](#)
- [Form 4003: Change of Registered Office Address](#)
- [Form 4006: Changes Regarding Directors](#)
- [Form 4022: Annual Return](#)

If the information provided on the directors or the registered office address is not accurate, the corporation must correct the information as quickly as possible by submitting a new [Form 4003: Change of Registered Office Address](#), or [Form 4006: Changes Regarding Directors](#).

If the information provided in the annual return contains an error, the Director recommends that an amended [Form 4022: Annual Return](#) be submitted with "Amended" indicated on the form.

Date on the corrected certificate

The corrected certificate will bear the date of the document it replaces. However, if the correction specifically involves the date, the document will bear the corrected date.

Public record of the corporation

All documents filed with the Director, including those containing errors, are public records. No form or other documents, irrespective of any errors, will be removed from these records.

Court order and appeal

The Director, the corporation, or any interested person may apply to the court for a correction of the articles or certificates. There are no restrictions on what a court can order, although it will usually address whether or not the correction is to be carried out and establishes the right of members or creditors of the corporation.

An interested person who feels aggrieved by a decision by the Director to correct or to refuse to correct, the articles or the certificate, may also apply to a court for an order requiring the Director to change the decision. The court has the power to order a change in the Director's decision.

[Where do I file an application for correction?](#)

Legislative References

[Section 288 of the NFP Act](#)

Corporations Canada

Forms

Forms for the *Canada Not-for-profit Corporations Act* (NFP Act)

Forms	Instructions
Form 4001 - Articles of Incorporation (PDF, 909 KB)	View
Form 4031 - Articles of Continuance (transition) (PDF, 918 KB)	View
Form 4002 - Initial Registered Office Address and First Board of Directors (PDF, 994 KB)	View
Form 4003 - Change of Registered Office Address (PDF, 931 KB)	View
Form 4004 - Articles of Amendment (PDF, 841 KB)	View
Form 4006 - Changes Regarding Directors (PDF, 940 KB)	View
Form 4007 - Restated Articles of Incorporation (PDF, 915 KB)	View
Form 4009 - Articles of Amalgamation (PDF, 921 KB)	View
Form 4011 - Articles of Continuance (import) (PDF, 916 KB)	View
Form 4013 - Articles of Reorganization (PDF, 842 KB)	View
Form 4014 - Articles of Arrangement (PDF, 1,020 KB)	View
Form 4015 - Articles of Revival (PDF, 851 KB)	View
Form 4017 - Articles of Dissolution (PDF, 859 KB)	View
Form 4019 - Statement of Intent to Dissolve (PDF, 849 KB)	View
Form 4020 - Statement of Revocation of Intent to Dissolve (PDF, 841 KB)	View

Form 4022 - Annual Return (PDF, 848 KB)	View
Form 4033 - Annual Return - Special Act Corporation (PDF, 925 KB)	View

Information on Downloading a PDF Reader

To access the Portable Document Format (PDF) version you must have a PDF reader installed. If you do not already have such a reader, there are numerous PDF readers available for free download or for purchase on the Internet:

- [Adobe Reader](#)
- [Foxit Reader](#)
- [Xpdf](#)
- [eXPert PDF Reader](#)

Corporations Canada

By-law Builder

About the By-law Builder

Corporations Canada's online By-law Builder allows you to create by-laws for your corporation as required under the *Canada Not-for-Profit Corporations Act* (NFP Act). It allows you to customize the by-laws to better meet your corporation's needs.

The By-law Builder gives you the option of choosing alternative provisions to the default provisions in the NFP Act or entering your own provisions. If you are considering using your provisions, you may wish to seek legal advice to ensure that they are acceptable under the NFP Act.

Using the By-law Builder

- The By-law Builder is divided into 17 steps.
- One option must be selected for each by-law provision. For a copy of all options available, click here [Print All Options](#).

- You will only be able to save the by-law after you have completed all the steps.

Saving a modifiable copy of your by-laws

Once you've gone through all the steps and chosen the by-law provisions, the By-law Builder will generate the by-law in an html format. To save the document in a format that you can edit, simply copy and paste to a document created with word processing software such as Word, WordPerfect and WordPad.

Corporation's Responsibility

It is the corporation's responsibility to ensure that its by-laws meet its specific needs and are in compliance with the NFP Act. If you are uncertain or confused about any aspect of preparing the by-laws, you may wish to seek legal advice.

Before proceeding, you may wish to follow this link for [further information about By-laws](#).

Launch the Application

- [Build your By-laws](#)

Corporations Canada

- Print
- Email
- Share

By Law Builder

Definitions

Option 1

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"board" means the board of directors of the Corporation and "director" means a member of the board;

"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Option 2

Write your own definitions.

Option 3

The definitions in option 1 plus your own additional definitions.

Interpretation

Option 1

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person"

includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

Option 2

Write your own by-law governing the interpretation of the corporation's by-laws.

Option 3

Do not include a by-law governing the interpretation of your by-laws.

Corporate Seal

Option 1

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

Option 2

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the corporation. The secretary of the Corporation shall be the custodian of the corporate seal.

Option 3

Write your own by-law governing the corporation's corporate seal.

Option 4

Do not include a by-law regarding a corporate seal whether or not the corporation has a corporate seal.



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Execution of Documents

Option 1

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Option 2

Write your own by-law governing the execution of documents.

Option 3

Do not include a by-law governing the execution of documents.

Financial Year End

Option 1

The financial year end of the Corporation shall be determined by the board of directors.

Option 2

The financial year end of the Corporation shall be [Month] [day] in each year.

Option 3

Write your own by-law governing the corporation's financial year end.

Option 4

Do not include a by-law governing the corporation's financial year end.

Banking Arrangements

Option 1

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

Option 2

Write your own by-law governing the corporation's banking arrangements.

Option 3

Do not include a by-law governing the corporation's banking arrangements.



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Borrowing Powers

Option 1

(This is the default rule in the Act.)

The directors of the Corporation may, without authorization of the members,

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- iii. give a guarantee on behalf and
- iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Option 2

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
- iii. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

Option 3

Write your own by-law governing the power of the board of directors concerning borrowing.

Annual Financial Statements

Option 1

(This is the default rule in the Act.)

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

Option 2

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

Option 3

Write your own by-law governing the corporation's annual financial statements.

Membership Conditions

Option 1

(For one membership class composed of individuals only.)

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

Option 2

(For one membership class composed of individuals, corporations and other entities which are all considered "persons".)

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes and who have applied for

and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

Option 3

(For two membership classes composed of individuals only.)

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

Class A Members

- i. Class A voting membership shall be available only to individuals who have applied and have been accepted for Class A voting membership in the Corporation.
- ii. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iii. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

Class B Members

- i. Class B non-voting membership shall be available only to individuals who have applied and have been accepted for Class B non-voting membership in the Corporation.

- ii. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iii. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

Option 4

(For two membership classes composed of individuals, corporations and other entities which are all considered "persons".)

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

Class A Members

- i. Class A voting membership shall be available to persons who have applied and have been accepted for Class A voting membership in the Corporation.
- ii. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iii. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

Class B Members

- i. Class B non-voting membership shall be available to persons who have applied and have been accepted

- for Class B non-voting membership in the Corporation.
- ii. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
 - iii. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

Option 5

Write your own by-law governing the corporation's conditions of membership which will have the following paragraph added to it:

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

Membership Transferability

Option 1

(This is the default rule in the Act.)

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

Option 2

Write your own by-law governing the corporation's transferability of membership which will have the following paragraph added to it:

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

Notice of Members Meeting

Option 1

(Notice sent by mail or electronic means.)

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

Option 2

(Notice sent by electronic means only.)

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

Option 3

(Notice affixed to a notice board.)

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which information respecting the corporation's activities is regularly posted and that is located in the main facilities or club house of the corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

Option 4

(Notice sent by mail or published in a newspaper.)

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. in the case of a corporation that has more than 250 members, by publication
 - i. at least once in each of the three weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the members of the corporation reside as shown by their addresses in the register of members, or
 - ii. at least once in a publication of the corporation that is sent to all its members, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-

laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

Option 5

Write your own by-law governing how notice will be provided for meetings of members which will have the following paragraph added to it:

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

Members Calling a Members' Meeting

Option 1

(This is the default rule in the Act.)

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

Option 2

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than [...] of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

Option 3

Write your own by-law governing members calling a meeting of members.

Absentee Voting at Members' Meetings

Option 1

(By mailed-in ballot.)

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

Option 2

(By electronic ballot.)

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

Option 3

(By mailed-in or electronic ballot.)

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means

of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

Option 4

(By proxy)

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b. a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary
 - i. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were

appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;

- d. if a form of proxy is created by a person other than the member, the form of proxy shall
- i. indicate, in bold-face type,
 - A. the meeting at which it is to be used,
 - B. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - C. instructions on the manner in which the member may appoint the proxyholder,
 - ii. contain a designated blank space for the date of the signature,
 - iii. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - iv. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 - v. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;

- e. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- f. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- g. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

Option 5

Write your own by-law governing absentee voting at meetings of members which will have the following paragraph added to it:

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

Option 6

Do not include a by-law governing absentee voting at meetings of members in which case there will be no absentee voting.

Membership Dues

Option 1

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

Option 2

There shall be no dues payable by members for membership in the corporation.

Option 3

Write your own by-law governing the payment of membership dues.

Option 4

Do not include a by-law governing the payment of membership dues.

Termination of Membership

Option 1

(This is the default rule in the Act.)

A membership in the Corporation is terminated when:

- a. the member dies or resigns;
- b. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c. the member's term of membership expires; or
- d. the Corporation is liquidated and dissolved under the Act.

Option 2

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

Option 3

Write your own by-law governing the termination of membership.

Effect of Termination of Membership

Option 1

(This is the default rule in the Act.)

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Option 2

Write your own by-law governing the effect of termination of membership.

Discipline of Members

Option 1

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

Option 2

Write your own by-law governing the discipline of members.

Option 3

Do not include a by-law governing the discipline of members.

Proposals Nominating Directors at Annual Members' Meetings

Option 1

(This is the default rule in the Act.)

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

Option 2

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than [!proposalsannualmeetings-opt2.code!] of members entitled to vote at the meeting at which the proposal is to be presented.

Option 3

Write your own by-law governing proposals nominating directors at annual members' meetings.

Cost of Publishing Proposals for Annual Members' Meetings

Option 1

(This is the default rule in the Act.)

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

Option 2

Write your own by-law governing the cost of publishing proposals for annual members' meetings.

Place of Members' Meeting

Option 1

(This is the default rule in the Act.)

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

Option 2

Meetings of the members will be held at the registered office of the corporation.

Option 3

Meetings of the members will be held at the club house of the corporation.

Option 4

Write your own by-law governing the place of meetings of members.

Persons Entitled to be Present at Members' Meetings

Option 1

(Members only)

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

Option 2

(Open to the public)

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

Option 3

Write your own by-law governing who is entitled to be present at meetings of members.

Option 4

Do not include a by-law governing who is entitled to be present at meetings of members.

Chair of Members' Meetings

Option 1

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

Option 2

Write your own by-law governing who is the chair of meetings of members.

Option 3

Do not include a by-law governing who is the chair of meetings of members.

Quorum at Members' Meetings

Option 1

(This is the default rule in the Act.)

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

Option 2

percentage:

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be [!quorummembers-percent.code!] percent of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

Option 3

Write your own by-law governing the quorum at meetings of members.

Votes to Govern at Members' Meetings

Option 1

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Option 2

Write your own by-law governing how votes are to be determined at meetings of members.

Participation by Electronic Means at Members' Meetings

Option 1

(This is the default rule in the Act.)

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is

deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

Option 2

Participation at meetings of members may not be by telephonic, electronic or other communication facility.

Option 3

Write your own by-law governing electronic participation at meetings of members.

Members' Meeting Held Entirely by Electronic Means

Option 1

(This is the default rule in the Act.)

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

Option 2

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Option 3

Write your own by-law governing meetings of members held entirely by electronic means.

Number of Directors

Option 1

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

Option 2

Write your own by-law governing how to fix the number of directors.

Term of Office of Directors

Option 1

(Fixed term)

The directors shall be elected to hold office for a term expiring not later than the close of the [nest – second – third – fourth] annual meeting of members following the election.

Option 2

(Rolling term)

At the first election of Directors following the approval of this by-law, one-third (1/3) directors shall be elected for a three-year term, one-third (1/3) directors shall be elected for a two-year term and one-third (1/3) directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three-year (3) terms.

Option 3

Write your own by-law governing the term of office for directors.

Option 4

Do not include a by-law governing the term of office for directors.

Calling of Meetings of Board of Directors

Option 1

(For newly-incorporated corporations.)

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

Option 2

(For corporations continuing into the NFP Act.)

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

Option 3

Write your own by-law governing the calling of meetings of the board of directors.



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Notice of Meeting of Board of Directors

Option 1

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than [x] days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to

the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

Option 2

Write your own by-law governing the notice to directors of meetings of the board.

Regular Meetings of the Board of Directors

Option 1

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

Option 2

Write your own by-law governing regular meetings of the board of directors.

Option 3

Do not include a by-law governing regular meetings of the board of directors.

Votes to Govern at Meetings of the Board of Directors

Option 1

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Option 2

Write your own by-law governing how votes are to be determined at meetings of the board of directors.

Committees of the Board of Directors

Option 1

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

Option 2

Write your own by-law governing committees of the board of directors.

Option 3

Do not include a by-law governing committees of the board of directors.



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Appointment of Officers

Option 1

(This is the default rule in the Act.)

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

Option 2

Write your own by-law governing the appointment of officers.

Description of Offices

Option 1

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

1. Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
2. Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
3. President – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
4. Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board,

members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

5. Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

Option 2

Write your own by-law governing the description of offices.

Option 3

Do not include a by-law governing the description of offices.

Vacancy in Office

Option 1

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

Option 2

Write your own by-law governing a vacancy in an office.

Option 3

Do not include a by-law governing a vacancy in an office.

Method of Giving Any Notice

Option 1

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director;
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or

cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

Option 2

Write your own by-law governing the giving of notice of a meeting of the board of directors.

Option 3

Do not include a by-law governing the giving of notice of a meeting of the board of directors.



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Invalidity of any Provisions of this By-law

Option 1

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

Option 2

Write your own by-law governing invalidity of any provisions of this by-law.

Option 3

Do not include a by-law governing invalidity of any provisions of this by-law.

Omissions and Errors

Option 1

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Option 2

Write your own by-law governing omissions and errors.

Option 3

Do not include a by-law governing omissions and errors.

Mediation and Arbitration

Option 1

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

Option 2

Write your own by-law governing mediation and arbitration.

Option 3

Do not include a by-law governing mediation and arbitration.

Dispute Resolution Mechanism

Option 1

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of

the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- The number of mediators may be reduced from three to one or two upon agreement of the parties.
- If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Option 2

Write your own by-law governing dispute resolution.

Option 3

Do not include a by-law governing dispute resolution.



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By-laws and Effective Date

Option 1

(This is the default rule in the Act.)

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

Option 2

The board of directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.

Option 3

Write your own by-law governing making by-laws and their effective date which will have the following paragraph added to it:

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.

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A by-law relating generally to the conduct
of the affairs of

XYZ FOUNDATION

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. **Definition**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

4. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

5. Financial Year

The financial year end of the Corporation shall be determined by the board of directors.

6. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

7. Borrowing Powers

The directors of the Corporation may, without authorization of the members,

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- iii. give a guarantee on behalf and
- iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

8. Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

9. Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to

individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

10. Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

11. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

12. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of

receiving the requisition, any member who signed the requisition may call the meeting.

13. Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Corporation has a system that:

- . enables the votes to be gathered in a manner that permits their subsequent verification, and
- a. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

14. Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

15. Termination of Membership

A membership in the Corporation is terminated when:

- . the member dies or resigns;
- a. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- b. the member's term of membership expires; or
- c. the Corporation is liquidated and dissolved under the Act.

16. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

17. Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- . violating any provision of the articles, by-laws, or written policies of the Corporation;
- a. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- b. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

18. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

19. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

20. **Place of Members' Meeting**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

21. **Persons Entitled to be Present at Members' Meetings**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

22. **Chair of Members' Meetings**

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

23. **Quorum at Members' Meetings**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

24. **Votes to Govern at Members' Meetings**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

25. **Participation by Electronic Means at Members' Meetings**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

26. Members' Meeting Held Entirely by Electronic Means

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

27. Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

28. Term of Office of Directors

The directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election.

29. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the

Corporation has only one director, that director may call and constitute a meeting.

30. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 2 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

31. Regular Meetings of the Board of Directors

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

32. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

33. Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject

to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

34. **Appointment of Officers**

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

35. **Description of Offices**

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

0. Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
1. Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
2. President – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
3. Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

4. Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

36. **Vacancy in Office**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- . the officer's successor being appointed,
- a. the officer's resignation,
- b. such officer ceasing to be a director (if a necessary qualification of appointment) or
- c. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

37. **Method of Giving Any Notice**

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- . if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- a. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- b. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

- c. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

38. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

39. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

40. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

41. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- The number of mediators may be reduced from three to one or two upon agreement of the parties.
- If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

42. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

Date Modified: 2011-10-11

Corporations Canada

Model By-Laws

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of

[NAME OF CORPORATION]

(the "Corporation")

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BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 - GENERAL

1.01 Definitions¹

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "board" means the board of directors of the Corporation and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- g. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Corporation shall be determined by the board of directors.

1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements ²

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual

Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 2 - MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions³

[Choose this provision if you want a single class of individual members]

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

[Choose this provision if you want two classes of members]

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

Class A Members

- a. Class A voting membership shall be available only to [*describe category of persons (consider whether individuals or other entities) who should have a right to vote in the Corporation*] and who have applied and have been accepted for Class A voting membership in the Corporation.
- b. The term of membership of a Class A voting member shall be annual, subject to renewal in

accordance with the policies of the Corporation.

- c. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

Class B Members

- a. Class B non-voting membership shall be available only to [*describe category of persons (consider whether individuals or other entities) who should not have a right to vote in the Corporation*] and who have applied and have been accepted for Class B non-voting membership in the Corporation.
- b. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.02 Notice of Meeting of Members⁴

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period

of 21 to 35 days before the day on which the meeting is to be held.⁵

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.03 Absentee Voting by Mail Ballot⁶

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

3.02 Termination of Membership⁷

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;

- b. a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.03 Discipline of Members⁸

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or

expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 4 - MEETINGS OF MEMBERS

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.02 Chair of the Meeting

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.03 Quorum²

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.04 Votes to Govern¹⁰

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.¹¹

SECTION 5 - DIRECTORS

5.01 Election and Term¹²

Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election.¹³

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator¹⁴. If the Corporation has only one director, that director may call and constitute a meeting.

6.02 Notice of Meeting¹⁵

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.01 of this by-law to every director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no

other notice shall be required for any such regular meeting except if subsection 136(3)(Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Votes to Govern¹⁶

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.¹⁷

6.05 Committees

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

SECTION 7 - OFFICERS

7.01 Description of Offices¹⁸

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. **Chair of the Board** - The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- b. **Vice-Chair of the Board** - The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.

- c. **President** – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- d. **Secretary** – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- e. **Treasurer** - If appointed, the treasurer shall have such powers and duties as the board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.02 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 8 - NOTICES

8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

8.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 9 - DISPUTE RESOLUTION

9.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in

accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 10 - EFFECTIVE DATE

10.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the _____ day of _____, 20____ and confirmed by the members of the Corporation by special resolution on the _____ day of _____, 20____.

Dated as of the _____ day of _____, 20____.

[Indicate name of director/officer]

Footnotes

¹**Other Definitions** – Depending on the particular structure of the corporation, other definitions may be included. ([Return to text](#))

²**Annual Financial Statements** – Subsection 172(2) of the Act allows the by-laws to include this provision, which is optional. ([Return to text](#))

³**Membership Conditions** – Subsection 7(1)(c) requires the articles to set out the classes, or regional or other groups, of members that the corporation is authorized to establish and, if there are two or more classes or groups, any voting rights attaching to each of those classes or groups. Subsection 154(1) requires the by-laws to set out the conditions required for being a member, including whether a corporation or other entity may be a member. The examples in the precedent are for (1) a single class of members and (2) two classes of membership. ([Return to text](#))

⁴**Notice of Meeting and Record Date** – The notice periods referred to in this section are prescribed notice periods under Subsection 63(1)(a) and (b) of the Regulations. Subsection 63(1)(c) of the Regulations also permits the corporation to affix the notice of meeting, no later than 30 days before the day on which the meeting is to be held, to a notice board where information respecting the corporation's activities is regularly posted and that is located in a place frequented by the members. Subsection 63(1)(d) permits a corporation with over 250 members to publish the notice of meeting (i) at least once in each of the 3 weeks immediately before the date of the meeting in one or more newspapers where the majority of the members of the corporation resides or (ii) at least once in a publication of the Corporation that is sent to all members, during the period of 21 to 60 days before the meeting. The corporation may want to include either of these options in the by-laws, if desired. It should also be noted that under Subsection 161(1) of the Act, the corporation may fix a record date in accordance with the Regulations for determining the members entitled to receive notice of a meeting of members and to vote at such meeting. ([Return to text](#))

⁵**Electronic means of giving notice** – Under Subsection 63(2) of the Regulations, if the by-laws provide for an electronic means of giving notice, the by-laws must also provide for a non-electronic means of giving notice. ([Return to text](#))

⁶**Absentee Voting** – Subsection 171(1) of the Act provides that the by-laws may set out any prescribed methods of voting by members not in attendance at a meeting of members. The methods of voting prescribed by Section 74 of the Regulations are: (a) voting by proxy, (b) voting by mailed-in ballot, and (c) voting by means of telephonic, electronic or other communication facility in accordance with the Regulations. If the by-laws prescribe any method of absentee voting they are also required to set out procedures for collecting, counting and reporting the results of any vote. ([Return to text](#))

⁷**Retention of rights on Termination** – Section 157 of the Act provides that the articles or by-laws may specify retention of rights by members, for example, for a particular period of time. ([Return to text](#))

⁸**Discipline** – Subsection 158 allows the articles or by-laws to provide that the directors, members or a committee of directors or members has the power to discipline a member or to terminate their membership. If they do, they must also set out the circumstances and the manner in which the power may be exercised. The above section is an example. ([Return to text](#))

⁹**Quorum** – Section 164(1) of the Act allows the by-laws to establish the quorum for members' meetings as long as it complies with the Regulations which require the quorum to be a fixed number, a percentage or a determinable formula. If not set out in the by-laws, Subsection 164(2) of the Act provides that the default is a majority of the members entitled to vote. Note that Section 164(3) specifically allows the by-laws not to allow an opening quorum to be sufficient if there is a loss of quorum later in the meeting. ([Return to text](#))

¹⁰**Voting** – Subsection 137(1) of the Act permits the by-laws to specify that the members may make decisions by consensus, with certain exceptions. However, consensus decision-making is generally only an appropriate means of making decisions at members meetings when the size of membership is small. If consensus decision making is desired for members, the following may be used:

"Unless otherwise required by the Act or the articles of the Corporation, questions arising at any meeting of the members shall be decided by a consensus of the members present at the meeting. A consensus will be considered to have been reached when no member objects to the question on the floor before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question then the chair shall refer the question to be decided by a majority vote of the members."
([Return to text](#))

¹¹**Tie-Vote** – The example provided in the precedent gives the chair a second or casting vote to break a tie-vote. There are other variations possible, such as stating that the chair shall not exercise a vote except to break a tie. ([Return to text](#))

¹²**Election of Directors** – Subsection 128(3) provides that directors are to be elected by the members by ordinary resolution at an annual meeting for a term expiring within the prescribed period set out in the Regulations (4

years). Subsection 128(4) of the Act allows directors to be elected for staggered terms. The by-laws may specifically provide for staggered terms or the by-laws may be left silent so that the staggered terms are provided by resolution. ([Return to text](#))

¹³**Appointment by Directors** – Subsection 128(8) of the Act states that if the articles provide, the directors may appoint directors to the board but the total number may not exceed 1/3 of the number of directors elected at the previous annual meeting of members. If appointment by directors is desired, the articles could provide:

"The board of directors may appoint additional directors for a term expiring not later than the close of the next annual meeting of members but the total number of directors appointed may not exceed 1/3 of the number of directors elected at the previous annual meeting. The precise number of directors to be appointed in this manner may be fixed by ordinary resolution of the members." ([Return to text](#))

¹⁴**First Organizational Meeting Following Incorporation** – The phrase "provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator" is not required unless the corporation is being created (i.e. it is not needed on continuance). ([Return to text](#))

¹⁵**Notice of Board of Directors' Meeting** – Subsection 136(1) allows the by-laws to provide for any notice of a meeting of directors. The example provided by the precedent gives the board flexibility to establish a greater number of days notice for regular board meetings while being able to call a board meeting on short notice where pressing matters require an urgent meeting. ([Return to text](#))

¹⁶**Voting** – Subsection 137(1) of the Act permits the by-laws to specify that the directors will make decisions by consensus, with certain exceptions. If consensus decision making is desired, the following may be used:

"Unless otherwise required by the Act or the articles of the Corporation, questions arising at any meeting of the board shall be decided by a consensus of the directors present at the meeting. A consensus will be considered to have been reached when no director objects to the question on the floor before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question, then the chair shall refer the question to be decided by a majority vote of the directors. In that event, each director is authorized to exercise one vote". ([Return to text](#))

¹⁷**Tie-Vote** – Where there is a tie vote, the example provided in the precedent gives the chair a second or casting vote to break a tie. There are other variations possible, such as stating that the chair shall not exercise a vote except to break a tie. ([Return to text](#))

¹⁸**Officers** – Section 142 of the Act allows the board to appoint the officers of the corporation and any offices may be specified in the by-laws. If appointment by members or in some other manner is preferred, it must be set out in the articles, by-laws or, if applicable, a unanimous member agreement. ([Return to text](#))

Corporations Canada

Cancellation of Articles and related Certificates

Purpose

This policy explains how to apply to cancel articles and the related certificate that have been issued under the Canada Not-for-profit Corporations Act(NFP Act).

Note: This policy is intended to provide information and set out guidelines. It is not intended to be a binding statement of what decision will be made on a particular application. It is also not intended to replace legal advice. You may wish to consult a lawyer or other professional to ensure that the specific needs of your not-for-profit corporation are taken into consideration when making an application.

Effective date

October 17, 2011

Cancellation of articles and related certificates containing an error or issued in error

The NFP Act allows the [Director appointed under the NFP Act](#) to cancel articles and related certificates that contain an error or are issued in error. For example, the Director can cancel a certificate that was issued to the wrong corporation.

Specifically, the Director may cancel the articles and any related certificates if:

- there is an obvious error in the articles or in the related certificate;
- the error was made solely by Corporations Canada;
- the cancellation of the articles and related certificate is ordered by a court; or
- the Director did not have the authority to issue the articles and related certificate.

To cancel the articles and the related certificate, the Director must be satisfied that the cancellation would not adversely affect any of the members or creditors of the corporation.

If the above requirements are met, the Director will cancel the certificate upon receipt of:

- a written acknowledgement from the corporations or any other interested person, confirming the need for the cancellation;
- the original articles and related certificate with replacement pages, where applicable;
- a [statutory declaration](#) of a director or an officer (or incorporator where no organizational meeting has been held) stating that:
 - the certificate has not yet been used or relied on; and
 - the cancellation would not prejudice any of the shareholders or creditors of the corporation.

If necessary, the Director may seek additional information from the corporation in order to make a decision. For example the Director may ask for a statement that no filings have been made under any personal property security legislation in Canada against the incorrect corporate name, or information giving assurance that the cancellation would not prejudice any of the shareholders or creditors of the corporation.

Cancellation of articles and related certificates for other reasons

The Director has the authority to cancel articles and related certificate for other reasons than [they contained an error or were issued in error](#). The Director will approve the cancellation of the articles and related certificate only if the following conditions are met:

- the cancellation is approved by the directors of the corporation (or the members acting pursuant to a unanimous members agreement);
- the Director is satisfied that the cancellation:
 - would not prejudice any of the shareholders or creditors of the corporation;

- reflects the original intention of the corporation or the incorporators, as the case may be;
- there is no dispute among the directors or members as to the circumstances of the request for cancellation;
- the corporation has not used the articles and the related certificate or if it has used them, anyone dealing with the corporation on the basis of the articles and the related certificate has consented to the cancellation.

The Director will not cancel the articles or the related certificate to correct errors in judgment. For example, no cancellation will be permitted after a Certificate of Amalgamation is issued and the corporation realizes that the amalgamation was not a good decision or would like to undo the transaction.

To make a decision, the Director must receive a written request from the corporation or other interested person that includes the following:

1. a [statutory declaration](#) of a director or an officer of the corporation (or the incorporators where no organizational meeting has been held) approving the cancellation and stating:
 1. that the cancellation has been approved by the directors of the corporation (or the members acting pursuant to a unanimous members agreement, or the incorporators where no organizational meeting has yet been held);
 2. that there is no dispute among the directors or members of the corporation concerning this request;
 3. if applicable, that the corporation did not authorize the filing of the articles that were filed;
 4. that the cancellation reflects the original intention of the corporation or the incorporators, as the case may be;
 5. that the articles were filed in error;
 6. how the error was made;
 7. that removal of the error by other means would cause undue hardship;
 8. that no members or creditors would be adversely affected by the cancellation; or if the cancellation may have an affect on the members or creditors of the corporation, a description of the effect the cancellation would have;
 9. if the cancellation would have an affect on the corporation's finances, information identifying the debt obligation holders before and after the issuance of the certificate, as well as the principal amount of each outstanding debt obligation before and after the cancellation;

10. if the cancellation would have an affect on the classes or groups of members set out in the articles, information regarding the impact on the members in those classes or groups before and after the cancellation;
 11. where the cancellation could affect the corporate name, and the corporate name has not been used:
 1. no use has been made of the incorrect name (nor has it been referred to in any other document);
 2. the corporation has not signed any security agreements (link to glossary) or other similar documents using the incorrect name; and
 3. no filings have been made under any personal property security legislation in Canada, against the incorrect corporate name; and
 12. that the certificate has not yet been used or relied on.
2. if the cancellation could affect the corporate name and the corporate name has been used (for example, in a contract between the corporation and a supplier) : attach documentary consent to the cancellation from anyone who has dealt with the corporation on the basis of the corporate name;
 3. if the corporation has used the articles or the related certificate, attach documentary consent to the cancellation from anyone who has dealt with the corporation on the basis of the articles and the related certificate;
 4. the original articles and the related certificate, where applicable;
 5. in cases where the error was not made by the corporation itself, but by its representative to whom it had given correct instructions, the Director will, at his or her discretion, provide the requested cancellation upon receipt of all relevant documents mentioned above, along with:
 1. a [statutory declaration](#) of the representative indicating the instructions received and the reasons why those instructions were not reflected in the articles; or
 2. a [statutory declaration](#) of a director or an officer of the corporation (or the incorporators where no organizational meeting has yet been held) explaining why it is not possible to obtain a statutory declaration, as described in paragraph (i) above. The declaration must also indicate the instructions that were given to the representative and the reasons why those instructions were not reflected in the articles.

If necessary, the Director may request additional information from the corporation in order to make a decision.

Public records of the corporation

All documents filed with the Director, including those cancelled, are part of the public record of the corporation. No form or other documents, even those cancelled, will be removed from these records.

Court Order and Appeal

The Director, the corporation, or any interested person may apply to the court to cancel the articles or related certificates. There are no restrictions on what a court can order, although it will usually address whether or not the cancellation of the certificate is ordered and establishes the right of members or creditors of the corporation.

Any interested person who feels aggrieved by a decision by the Director to cancel or to refuse to cancel, the articles and the related certificate, may also apply to a court for an order requiring the Director to change the decision. The court has the power to order a change in the Director's decision.

[How can I file an application for cancellation?](#)

Fees

There is no [fee](#) to apply for a cancellation. However the Director cannot refund the fee that was paid to apply for the cancelled articles or related certificate.

Legislative references

Section 289 of the [Canada Not-for-profit Corporations Act](#).

Section 93 of the [Canada Not-for-profit Corporations Regulations](#)

Corporations Canada

Glossary for the new NFP Act - Canada Not-for-profit Corporations Act

Affiliate

Two corporations are related to, or associated or affiliated with, each other in the following situations:

- an affiliate is a corporation that is a subsidiary of another corporation;

- if a corporation has two subsidiary corporations, the two subsidiaries are affiliates of each other; or
- if two corporations are controlled by the same person, the two corporations are also affiliates of each other.

Amalgamation

A transaction in which two or more corporations merge to form one corporation.

Annual return

An annual return is a document ([Form 4022 – Annual Return](#)) that includes information about a corporation that must be filed within 60 days of the corporation's anniversary date. The anniversary date of a corporation is the date that it was incorporated under the NFP Act or the date that it first came under the jurisdiction of the NFP Act (i.e., the date of continuance or amalgamation). This form should not be confused with:

- the corporation's annual financial statements or annual reports;
- the annual information return required under the Income Tax Act (Canada) for registered charities; or
- the annual income tax return required under the Income Tax Act (Canada) for non-profit organizations or other corporations.

Arrangement

An arrangement is a transaction authorized by the NFP Act that allows a court to supervise a fundamental change to one or more corporations that is not possible to complete under any other provision of the statute.

Articles

The legal document that governs the identity of a corporation under the NFP Act is known as the corporation's Articles. It includes the corporation's original or restated Articles of Incorporation, Continuance or Amalgamation (which create the corporation), and all subsequent corporate changes under the NFP Act (i.e., Articles of Amendment, Reorganization, Arrangement, Dissolution or Revival).

Articles of Incorporation

To incorporate under the NFP Act, the incorporator(s) must file [Form 4001 – Articles of Incorporation](#) with Corporations Canada. When filed and appended to a Certificate of Incorporation, Form 4001 – Articles of Incorporation, creates the corporation and sets out important matters such as the corporate name, the province in which the registered office is located, the purpose of the corporation and the name(s) of the incorporator(s).

Audit engagement

An audit engagement is the process of engaging an independent [public accountant](#) to examine the accounting records and other evidence supporting the financial statements; to prepare financial statements; and to render a professional opinion that the financial statements present a fair picture of the organization's financial position and its activities during the period in which the audit was carried out.

Body corporate

The terms "body corporate" and "corporation" mean the same in that both are entities created by statute as legal persons with rights and obligations. However, "body corporate" is used in the laws administered by Corporations Canada to mean a

corporation created by a corporate law other than one administered by Corporations Canada.

By-laws

The by-laws of a corporation are the rules adopted by the directors and members to govern the internal operations of a corporation. A corporation may want to have rules to address issues that are not dealt with in the NFP Act or to modify some of the rules contained in the NFP Act (Note: Such modifications must be of a type permitted by the NFP Act.) Examples of issues that can be dealt with in by-laws include the procedures for: calling and conducting directors and members meetings; appointing officers; and establishing the qualifications and duties of officers.

Compilation

If neither an audit nor a review engagement is conducted, the financial statements may be prepared by compilation. Compilation is the process whereby an accountant compiles unaudited financial information into financial statement format based on information provided by the organization, without providing any assurances as to the accuracy or veracity of the statements. The NFP Act does not require a compilation to be conducted by a public accountant, although the financial statements must be prepared in accordance with the Canadian generally accepted accounting principles (GAAP) as set out in the Canadian Institute of Chartered Accountants Handbook.

Corporations Canada

Corporations Canada is the branch of Industry Canada that administers the NFP Act and several other corporate laws governing federal companies. To incorporate a corporation under the NFP Act, or to maintain such a corporation under the NFP Act, the required forms and documents must be filed with Corporations Canada.

Director (e.g., a member of the board of directors)

A director is an individual elected by the members to supervise the management of a corporation. Together, all directors of a corporation are referred to as the “board of directors.” Under certain circumstances, the NFP Act also permits directors to be appointed by the board. Generally, a corporation must have at least one director. However, a soliciting corporation must have at least three directors.

Director appointed under the NFP Act

The Director appointed under the NFP Act is an individual appointed by the federal Minister of Industry under the NFP Act to administer the NFP Act. This person is the head of Corporations Canada.

Dissolution

Dissolution is the act of ending the existence of a corporation. It can be done voluntarily by the corporation by meeting the requirements for dissolution in the NFP Act and filing the required documents with Corporations Canada. A corporation can also be dissolved administratively by Corporations Canada for failing to comply with the legislation. The liquidation and dissolution of a corporation can also be ordered by a court.

Federal incorporation

Federal incorporation is the act of incorporating under a federal statute, such as the NFP Act, rather than under a provincial or territorial statute.

Fundamental change

A fundamental change is a major change to an existing corporation (e.g., a change to its articles of incorporation) or a corporate reorganization that results in a different entity

being created. For example, when two corporations amalgamate (i.e., join to become one entity), a new corporation is created that retains all of the property, assets, liabilities and responsibilities of the individual corporations.

Incorporation

Incorporation is the act of forming or creating a corporation, by filing the required documents.

Member

A member of a corporation is a person who has been admitted into membership in the corporation and who has a number of rights by virtue of membership in the corporation. These rights are set out in the NFP Act, as well as in the articles and by-laws of the corporation, and include the right to vote, to obtain information, and to attend meetings. The NFP Act does not define who is a member; since that is a matter for each corporation to decide in its by-laws through the establishment of conditions of membership.

Membership

The members of a corporation are collectively referred to as the membership of the corporation.

NFP Act

The NFP Act is the Canada Not-for-profit Corporations Act, the statute that governs federally incorporated non-share capital not-for-profit corporations.

NUANS Name Search Report

A NUANS Name Search Report is a five-page document that is produced for a fee, following a search of the NUANS computer database. This database, which is maintained by Industry Canada, consists of existing and reserved business names, as well as trade-marks that have been registered or applied for in Canada. When completing the incorporation process, a NUANS report is required to assist Corporations Canada in determining whether a corporation's proposed name is available. A NUANS report is valid for ninety days, after which a new search will have to be conducted.

Officer

An officer is an individual appointed by the director(s) of a corporation to manage the day-to-day activities of the corporation. The position of an officer – which includes such posts as president, vice president, secretary, and treasurer – is distinct from that of a director. In the case of a soliciting corporation, at least two of the directors must not be officers of the corporation.

Ordinary resolution

An ordinary resolution means a resolution passed by a simple majority (i.e., 50% plus 1) of the votes cast at a meeting.

Personal information bank

In order to manage information under the terms of the Privacy Act and the Access to Information Act, the federal government puts personal information into collections or groupings called banks that are managed by Info Source, a government agency. This system allows the government to easily determine which parts of the personal information it has collected can be released.

Public Accountant

A public accountant is a person who meets the qualifications set out in the NFP Act. These qualifications are:

1. be a member in good standing of a provincial branch of the Chartered Accountants of Canada (CA), Certified General Accountants (CGA) or Certified Management Accountants (CMA);
2. have any provincial licenses required to conduct an audit or review engagement in the province where the financial review will take place; and
3. be independent of the corporation.

Quorum

A quorum is the minimum number of people entitled to attend a meeting who must be present for business to be conducted. In cases where the quorum for a board meeting is not set out in the articles or by-laws, a majority of the number of directors or minimum number of directors required by the articles constitutes a quorum. Similarly, if the quorum for a members meeting is not set out in the by-laws, a majority of the members entitled to vote at the meeting constitutes a quorum.

Resolution

Generally, a resolution is a formal expression of the opinion or will of a body that is adopted by a vote. The meaning of the term resolution can vary, depending on the context, i.e., it can mean:

- a written record of decisions taken in lieu of an organizational meeting of the directors;
- a decision made at a members or directors meeting, based on the required number of votes in favour by the persons entitled to vote; or
- a document signed by all directors/members in lieu of a meeting of the directors/members.

Review engagement

If an audit is not mandatory, financial statements may be prepared through a review engagement. A review engagement is the process of engaging an independent public accountant to prepare financial statements on a review basis. The accountant will not express an opinion on the fairness of the financial statements, but will only provide a limited assurance that the financial information is plausible and conforms to generally accepted accounting principles.

Security agreement

A document where property or other assets are given or pledged to guarantee the fulfillment of an obligation. For example, a mortgage on a building is given as security for a loan.

Soliciting corporation

See [Soliciting Corporations](#)

Special resolution

A special resolution is a resolution that is passed by at least two-thirds of the votes cast at a meeting.

Statutory Declaration

A written statement that is declared to be true in the presence of a qualified official who has the authority to administer an oath or solemn declaration (e.g., a commissioner for oaths, notary public, lawyer, etc.).

Models

Models of Incorporation

- [Model Form 4001 - Articles of Incorporation - one membership class](#)
- [Model Form 4001 - Articles of Incorporation - two membership classes](#)

Models of Continuance (transition)

- [Model Form 4031 - Articles of Continuance \(transition\) - one membership class and change of name](#)
- [Model Form 4031 - Articles of Continuance \(transition\) - two membership classes](#)

Corporations Canada

Incorporation - Questions & Answers

1. What is the *Canada Not-for-profit Corporations Act* (NFP Act)?

The *Canada Not-for-profit Corporations Act* (NFP Act) is the law that will govern the internal affairs of federal Not-for-profit Corporations. The NFP Act will come into force on October 17, 2011. It will replace the *Canada Corporations Act* (CCA Part II) that currently governs federal not-for-profit corporations.

2. What are the benefits of incorporating?

The following are some of the benefits of incorporating:

- Separate legal entity: a corporation has the same rights and obligations as a natural person meaning, among other things, it can acquire assets; go into debt; enter into contracts; sue or be sued; and even be found guilty of committing a crime.
- Limited liability: this means that, as a general rule, the members of a corporation are not responsible for its debt.
- Continuous existence: a corporation continues on after the death of an individual.

- Possible tax advantages: you may wish to contact the [Canada Revenue Agency](#) to enquire about tax advantages specific to your situation.

3. What are the benefits of incorporating federally?

The following are some of the benefits of incorporating federally:

- The NFP Act: it offers new rules that are modern, flexible and better suited to the needs of today's not-for-profit sector.
- Heightened name protection: an approved federal name allows a corporation to operate across Canada under that name.
- Location flexibility: you have a degree of flexibility regarding the province or territory where your registered office can be located, where corporate records are maintained and where annual meetings are held.
- Recognition: federal corporations are easily recognized around the world as Canadian corporations.
- High-quality client service: Corporations Canada processes applications and all other service requests with minimal delay.
- Resources for not-for-profit corporations: Corporations Canada has created a variety of materials to help start and operate a corporation.

4. How do I incorporate a not-for-profit corporation?

The document entitled [Creating a Not-for-profit Corporation](#) will assist you to incorporate a not-for-profit corporation. You will be required to file two forms with Corporations Canada – [Form 4001 - Articles of Incorporation](#) and [Form 4002 - Initial Registered Office and First Board of Directors](#), along with the filing fee and a NUANS Name Search Report (unless the proposed name is a number name).

5. Where can I find the incorporation forms?

Incorporation forms are available by simply clicking on [Form 4001 - Articles of Incorporation](#) and [Form 4002 - Initial Registered Office and First Board of Directors](#). These can be completed on screen, printed, signed and then sent

to Corporations Canada. Incorporation forms are also available by [contacting us](#).

6. What is the filing fee to incorporate a not-for-profit corporation?

The filing fee to incorporate a not-for-profit corporation is \$250.00 payable by credit card (American Express®, Visa® or Master Card®) or by cheque made payable to the Receiver General for Canada.

7. How do I choose a name for my not-for-profit corporation?

Information on choosing a corporate name can be found in the [Choosing a Name](#) section.

8. What is a NUANS Name Search Report?

A NUANS Name Search Report is a document that contains business names and trade marks registered in Canada that sound or look similar to a proposed name.

9. Where can I obtain a NUANS Name Search Report for my proposed corporate name?

You can order your own NUANS Name Search Report by visiting [NUANS.com](#) to access the NUANS Real-Time System (RTS). You can also obtain a NUANS Name Search Report by using the services of a search house, which is a private sector business that may be found in the telephone directory under 'Searches of Records'.

10. How do I send my application to incorporate a not-for-profit corporation?

The application to incorporate a not-for-profit corporation (i.e., the completed forms, the filing fee and any other required documents) should be sent to Corporations Canada by mail, fax or e-mail (see our [contact](#) information for more details).

11. Can I file my application to incorporate a not-for-profit corporation online?

No. However, the incorporation [forms](#) are available online at our website. These can be completed on screen, printed and then sent to Corporations Canada by mail, fax or email (see our [contact](#) information for more details).

12. What does Corporations Canada do with my application?

Corporations Canada reviews applications for incorporation to verify that the documents comply with the NFP Act. If the application meets all of the requirements, Corporations Canada will issue a Certificate of Incorporation within five business days. Your corporation is created as of the date indicated on the Certificate of Incorporation. This is usually the date that Corporations Canada receives your 'complete application'. For further information consult the document entitled [Creating a Not-for-profit Corporation](#).

13. Who can incorporate a not-for-profit corporation?

One or more individuals who are 18 years of age or older, who have not been declared incapable by a court and who do not have the status of bankrupt can incorporate a not-for-profit corporation.

A company or an incorporated body can also incorporate a not-for-profit corporation.

14. Must by-laws be filed with Corporations Canada under the NFP Act?

Yes, by-laws must be filed with Corporations Canada within one year after the members have approved them. Corporations Canada does not review or approve by-laws but does make them available to the public. You may want to consult the [By-law Builder](#) and the [Model By-laws](#) to help you with the creation of by-laws.

15. Do I need to send by-laws to Corporations Canada for approval before they can be effective?

No. The by-laws are to be filed with Corporations Canada but not for approval. The by-laws come into effect when they are made, either by the board of directors or the members. If they are made by the directors, they must be submitted to the members at the next meeting of members. The members can vote to confirm, reject or amend the by-laws. The by-laws are to be filed with Corporations Canada within 12 months of being confirmed by members.

16. When do by-laws take effect?

Most by-laws take effect on the date that the board of directors makes them through a resolution of the directors. However, if a corporation prefers to

have by-laws come into effect only when they are approved by members, that provision can be included in the by-laws or articles. Note that there are certain by-law provisions that can only be made by members, not directors. Refer to the [Operating a Federal Not-for-profit Corporation](#) section for more information.

17. How long does it take for Corporations Canada to process an application to incorporate under the NFP Act?

Corporations Canada's service standard for processing applications to incorporate under the NFP Act is five working days.

18. What tools or documentation does Corporations Canada provide to assist in the creation of a not-for-profit corporation?

Corporations Canada provides the following to assist you in creating a not-for-profit corporation:

- [Creating a Not-for-profit Corporation](#) document,
- [Model Form 4001 - Articles of Incorporation](#),
- An online [Model By-laws](#), and
- A [By-law Builder](#).

Corporations Canada does not give legal advice. A not-for-profit corporation may wish to consult a lawyer or other professionals when developing its documents.

19. What tools or documentation does Corporations Canada provide to assist in the operation of a not-for-profit corporation?

Corporations Canada provides the following to assist you in operating a not-for-profit corporation:

- The [Operating a Federal Not-for-profit Corporation](#) section, and
- [Your Reporting Obligations under the *Canada Not-for-profit Corporations Act* \(NFP Act\)](#) pamphlet.

Corporations Canada does not give legal advice. A not-for-profit corporation may wish to consult a lawyer or other professionals when developing its documents.

20. Where can I find a copy of the NFP Act and its regulations?

You can find a copy of the NFP Act and its regulations on the [Department of Justice](#) website.

21. Once incorporated, does my corporation need a corporate seal?

A corporation under the NFP Act is not required to have a seal. If you wish to have a corporate seal for your corporation, you may purchase one from a legal stationary store or a commercial supplier.

22. When a not-for-profit organization incorporates at the federal level, does it need to register with the provinces and territories?

Yes. Whether a corporation is incorporated federally, or in one of the provinces or territories, it will likely be required to register in any of the provinces or territories where it carries on its activities.

23. What do I need to do once the corporation has been created?

Once the corporation has been created, a number of other items (e.g., the need for an organizational meeting of directors; a first meeting of members; and provincial and territorial registration) will need your attention. The [Operating a Federal Not-for-profit Corporation](#) section of our website provides basic general information on how to operate a not-for-profit corporation under the NFP Act.

24. Is an NFP Act corporation automatically considered a non-profit organization under the *Income Tax Act*?

No. Incorporation under the NFP Act does not automatically mean that the corporation will be exempt from tax under the *Income Tax Act*. More information on non-profit organizations under the *Income Tax Act* can be found at the [Canada Revenue Agency](#) website.

25. Where can I find information on registering as a charity under the *Income Tax Act*?

The *Income Tax Act* requires corporations that are created and operated exclusively for charitable purposes to register with the Canada Revenue Agency (CRA) as charities. Registration with the CRA allows a corporation to issue official tax donation receipts. For further information, consult the [Canada Revenue Agency](#) charities website.

26. My corporation intends to become a registered charity, how should I proceed?

If your corporation intends to become a registered charity, CRA recommends that you submit a draft copy of [Form 4001 – Articles of Incorporation](#) with your application to register as a charity and that your application to CRA be submitted prior to the time you file your application for incorporation. Otherwise, if CRA requires changes, the corporation may have to incur additional costs by applying to Corporations Canada for articles of amendment. For further information consult the [Canada Revenue Agency](#) charities website.

27. What is the minimum number of directors a corporation can have?

Every corporation must have at least one director, except a soliciting corporation (i.e., one that receives public donations and/or government grants in excess of \$10,000 in a single financial year). A soliciting corporation must have no fewer than three directors, at least two of whom are not officers or employees of the corporation or its affiliates.



Canada



Industry Canada

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Corporations Canada

TRANSITION - Questions & Answers

1. What is the *Canada Not-for-profit Corporations Act (NFP Act)*?

The *Canada Not-for-profit Corporations Act* (NFP Act) - which came into force on October 17, 2011 – is the law that governs the internal affairs of federal not-for-profit corporations. Note that Part II of the *Canada Corporations Act* (CCA Part II) will continue to govern federal not-for-profit

corporations until they make the transition to the NFP Act. Such transitions must be completed by October 17, 2014.

2. Does the *Canada Not-for-profit Corporations Act* (NFP Act) apply to my corporation?

Yes, if your corporation was federally incorporated under the *Canada Corporations Act* (CCA Part II). Not for profit organizations can be incorporated at the provincial or the federal level. If you are not sure that your corporation was incorporated federally you can perform a search of our database at [Search for a Federal Corporation](#).

3. Why is there a new act?

The NFP Act offers new rules that are modern, flexible and better suited to the needs of today's not-for-profit sector.

4. How will the new act affect my federal not-for-profit corporation?

The new NFP Act brings with it a whole new set of rules for federal not-for-profit corporations in Canada. Every existing federal not-for-profit corporation will have to take action to make the transition to the NFP Act. The Transition Guide will walk you through the transition process.

5. What is the transition process?

The transition process involves replacing the corporation's letters patent, supplementary letters patent (if any) and by-laws with new charter documents. These charter documents set out the primary rules governing the corporation. A Certificate of Continuance (transition) will be issued. You may wish to consult the [Transition Guide](#) to assist you in making the transition.

6. Do all federal not-for-profit corporations need to transition to the NFP Act?

Yes, all not-for-profit corporations must transition to the NFP Act before October 17, 2014. Corporations that do not make the transition by the deadline will be assumed to be inactive and will be dissolved.

7. Are there any fees that should accompany my application to transition to the NFP Act?

Corporations Canada does not charge a fee for applications to transition to the NFP Act.

8. When can I send my application to transition to Corporations Canada?

The application to transition (i.e., the completed forms and any other required documents) should be sent to Corporations Canada after October 17, 2011 and before October 17, 2014.

9. What is the deadline date for federal not-for-profit corporations incorporated under CCA Part II to transition to the NFP Act?

Not-for-profit corporations will have until October 17, 2014 to transition to the NFP Act.

10. What happens if my corporation fails to transition in time?

The old Act will be repealed after the deadline date. Corporations that do not transition to the new Act by the deadline date will be assumed to be inactive and will be dissolved by Corporations Canada. However, the corporation will be able to apply for a revival under the NFP Act.

11. My corporation is a registered charity as defined in the *Income Tax Act*. Will the transition process affect this status?

All registered charities are strongly advised to consult the [Canada Revenue Agency](#) charities website to find out what should be done before applying to transition to the NFP Act.

12. What happens if my corporation, a registered charity, fails to transition in time?

The old Act will be repealed after the deadline date. Corporations that do not transition to the new Act by the deadline date will be assumed to be inactive and will be dissolved by Corporations Canada. For registered charities, dissolution could lead to the revocation of their registration as a charity, which would result in the corporation having to pay revocation tax equal to 100% of the value of their remaining assets. For further information, consult the [Canada Revenue Agency](#).

13. What are the steps a federal not-for-profit corporation incorporated under CCA Part II must take in order to transition to the NFP Act?

The most important steps a federal not-for-profit corporation incorporated under CCA Part II must take in order to make the transition to the NFP Act are to replace its current letters patent with a Certificate of Continuance and to create a set of by-laws that comply with the new Act. The [Transition Guide](#) will walk you through these steps.

14. Where can I find the transition forms?

Transition forms are available by simply clicking on [Articles of Continuance \(transition\) \(Form 4031\)](#) and [Initial Registered Office and First Board of Directors \(Form 4002\)](#) or by [contacting us](#).

15. Will the transition have an impact on my corporation's name?

No, the transition will not have an impact on your corporation's name. However, the transition process provides an opportunity for a corporation to change its name. Note that the new name will have to be approved by Corporations Canada. To do this, Corporations Canada requires that the application to transition include a NUANS Name Search Report that is dated no more than 90 days prior to the receipt of the application. You may wish to consult the [Choosing a Name](#) section of our website for further information.

16. Can Corporations Canada obtain a NUANS Name Search Report for me?

No. You will find more information on how to conduct a NUANS Name Search Report at [NUANS.com](#).

17. Does the new NFP Act apply to my corporation right away?

No. The NFP Act will apply to your corporation once you have received a Certificate of Continuance issued by Corporations Canada.

18. Must by-laws be filed with Corporations Canada under the NFP Act?

Yes, all by-laws, by-law amendments and repeals of by-laws must be filed with Corporations Canada within one year after the members have approved them. Note, however, that Corporations Canada does not review or approve by-laws. You may want to consult the [By-law Builder](#) and the [Model By-laws](#) to help you with the creation of by-laws.

19. Do I need to send by-laws to Corporations Canada for approval before they can be effective?

No. The by-laws are to be filed with Corporations Canada but not for approval. The by-laws come into effect when they are created by the board of directors. The directors are required to submit them to the members at the next meeting of members. The members can vote to confirm, reject or amend the by-laws. If they are confirmed or, confirmed as amended, the by-laws are to be filed with Corporations Canada within 12 months.

20. When do by-laws take effect?

For most by-laws, they take effect from the date that the board of directors creates them through a resolution of the directors. However, if a corporation prefers to have by-laws come into effect only when they are approved by members, that provision can be included in the by-laws or articles. There are certain by-law provisions that can only be made by members, not directors. Refer to the [Transition Guide](#) for more information.

21. Will I have to change my corporation's by-laws to comply with the new Act?

Yes. The current by-laws of your corporation likely need to be revised. You will find more detailed information regarding the creation of by-laws in the [Transition Guide](#). Included in this guide are model by-laws that may be helpful to you in creating your new by-laws. Corporations Canada has also developed the [By-law Builder](#), an interactive online tool that will help you generate the specific by-laws you want to put in place for your corporation.

22. How long does it take for Corporations Canada to process an application to transition to the NFP Act?

Corporations Canada's service standard for processing applications to transition to the NFP Act is five working days.

23. Can I file my application to transition online?

No. However, the transition [forms](#) are available online at our website. These can be completed on screen, printed and then sent to Corporations Canada by mail, fax or e-mail (see our [Contact Us](#) information for more details).

24. What tools or documentation does Corporations Canada provide to help corporations to transition to the NFP Act?

Corporations Canada provides the following to help you to transition:

- [Transition Guide](#),
- [By-law Builder](#),
- [Model By-laws](#), and
- [Model Articles of Continuance \(transition\)](#).

Corporations Canada does not give legal advice. A not-for-profit corporation may wish to consult a lawyer or other business professional when developing its documents.

25. Where can I find a copy of my federal corporation's Letters Patent and by-laws?

Your corporation's Letters Patent and by-laws can usually be found in the corporation's minute book. However, if they cannot be located, copies of documents can usually be obtained from Corporations Canada. There is a charge of (\$1 per document) when more than nine documents are requested. There is no charge when nine documents or fewer are requested. Copies may be ordered by email at [Corporations Canada](#) or by fax at 613-941-4803. For further information, please contact Corporations Canada toll-free at 1-866-333-5556.

26. Where can I find a copy of the NFP Act and its regulations?

You can find a copy of the NFP Act and its regulations on the [Department of Justice](#) website

27. Do I need my corporation's Letters Patent to transition into the NFP Act?

The Letters Patent will be replaced by the Certificate of Continuance under the NFP Act. There may be some provisions in the Letters Patent that you want to include in the articles of continuance or the by-laws. Note that Letters Patent should not be submitted to Corporations Canada.

28. What should I do with my Letters Patent?

Your Letters Patent created your corporation, and that makes it a document that should be retained and kept in the corporation's minute book.

29. Will my corporation have to change the Business Number (BN) originally issued to it by the Canada Revenue Agency when it transitions?

No. The transition consists of a corporation 'continuing' from one statute, the *Canada Corporations Act* to another, the NFP Act. Generally, a new BN is only required when the legal basis under which activities are carried on is affected (e.g., an unincorporated not-for-profit organization becomes incorporated). Continuance to the NFP Act does not affect the legal basis of a corporation.

30. If a corporation has not yet made the transition to the *Canada Not-for-profit Corporations Act* (NFP Act), can it still apply for Supplementary Letters Patent or for Ministerial approval of by-law amendments?

Yes. A corporation that has not yet made the transition to the NFP Act can continue to file applications for Supplementary Letters Patent or for Ministerial approval of by-law amendments under its governing legislation, the *Canada Corporations Act* (CCA Part II). However, once the corporation has moved under the jurisdiction of the *Canada Not-for-profit Corporations Act* it can no longer make applications under the *Canada Corporations Act*.

[Important Notices](#)

Corporations Canada

General Information - Questions and Answers - Canada Not-for-profit Corporations Act (NFP Act)

Q1. What is the Canada Not-for-profit Corporations Act (NFP Act)?

A1. The Canada Not-for-profit Corporations Act (NFP Act) is the law that governs the internal affairs of federal not-for-profit corporations. When it came into force on October 17, 2011, it replaced the Canada Corporations Act (CCA Part II) that previously governed federal not-for-profit corporations.

Q2. Where can I find a copy of the NFP Act and its regulations?

A2. The NFP Act and its regulations are on the [Department of Justice](#) website.

Q3. Can applications be filed online?

A3. Not at this time. However, [forms](#) are available online at our website. These can be completed on screen, printed and then sent to Corporations Canada by mail, fax or email (see our [Contact Us](#) information for more details).

Q4. What is a Form 4022 – Annual Return?

A4. An Annual Return is a form that a corporation must file, every year, within 60 days following its anniversary date. The form provides up-to-date information about the corporation which is then made available to the public through Corporations Canada's website. For further information, you may wish to consult the document [Filing of Annual Returns](#).

Q5. What is the anniversary date of a corporation?

A5. The anniversary date is the date the corporation was incorporated, amalgamated or continued under the NFP Act. It can be found on the corporation's Certificate of Incorporation, Amalgamation or Continuance or in our [online database](#). For corporations that continue (i.e., make the transition) from the Canada Corporations Act (CCA Part II), the anniversary date is the date of continuance.

Q6. How does a corporation make changes to its board of directors?

A6. Directors are elected at annual meetings by ordinary resolution of members. Directors can be removed by members by ordinary resolution at a special meeting. The corporation must report any changes regarding its board of directors by sending [Form 4006 – Changes Regarding Directors](#) to the Director of Corporations Canada by mail, fax or email (see [Contact Us](#) information for more details).

Q7. What must a corporation do to change its registered office address?

A7. The directors may change a corporation's registered office address to a place within the province specified in its articles by sending [Form 4003 – Change of Registered Office Address](#) to Corporations Canada by mail, fax or email (see [Contact Us](#) information for details). Note that a change of registered office address only takes effect after it has been accepted by Corporations Canada.

If the registered office is being moved out of the province or territory shown in the corporation's articles, a special resolution of members is required to amend the articles. The corporation must then submit [Form 4004 – Articles of Amendment](#) to Corporations Canada, along with the prescribed fee of \$200 payable by credit card (American Express, Visa or Master Card) or by cheque made payable to the Receiver General for Canada. Form 4004 may be filed by mail, fax or email (see [Contact Us](#) information for more details). For further information, consult the document [Amending the Articles of a Not-for-profit Corporation](#).

Q8. How are amendments to the articles of a corporation made?

A8. A special resolution of members is required to amend the articles of a corporation. The corporation must then submit [Form 4004 – Articles of Amendment](#) to Corporations Canada, along with the prescribed fee of \$200 payable by credit card (American Express, Visa or Master Card) or by cheque made payable to the Receiver General for Canada. Form 4004 may be filed by mail, fax or email (see [Contact Us](#) information for details). For further information, consult the document [Amending the Articles of a Not-for-profit Corporation](#).

Note that, if the amendment involves changing the corporation's name, a NUANS Name Search Report may be required.

Q9. When can a corporation apply for dissolution?

A9. A corporation can apply for dissolution if it is not bankrupt or insolvent. You may wish to consult the document [Dissolving a Not-for-profit Corporation](#) to determine the specific steps to be taken depending on your circumstances.

Q10. Is it necessary for members to approve the dissolution of a corporation?

A10. Yes. Members must approve, by special resolution, the dissolution of a corporation. If however, the corporation does not have any members, the directors can approve the corporation's dissolution. For further information you may wish to consult the document [Dissolving a Not-for-profit Corporation](#).

Q11. Is filing by-laws with Corporations Canada required under the NFP Act?

A11. Yes. All by-laws, by-law amendments and repeals of by-laws must be filed with Corporations Canada within one year after the members have approved them. Corporations Canada does not review or approve by-laws but does make them available to the public. The [By-law Builder](#) and the [Model By-laws](#) may be helpful in creating by-laws.

Q12. How is a corporation determined to be a soliciting corporation?

A12. If an examination of the corporation's sources of revenue, as presented in the annual financial statements, reveals that the corporation received more than \$10,000 in income from public sources in a single financial year, it is a soliciting corporation. However, this soliciting corporation status does not take effect until the next annual meeting of members. If the corporation does not receive public funds in any of the next 3 years, it will cease to be a soliciting corporation as of the third annual meeting of members following the annual meeting at which it became a soliciting corporation. If the corporation were to receive more than \$10,000 in public money in the next or a future financial year, the time period for being a soliciting corporation would begin again. For further information, consult the document [Requirements for Soliciting Corporations](#).

Q13. How does a corporation inform Corporations Canada if it becomes a soliciting corporation or ceases to be a soliciting corporation?

A13. Corporations report their soliciting status on Form 4022 – Annual Return.

Q14. What is meant by the "Statement of the purpose of the corporation" on Forms 4001, 4009, 4011 and 4032?

A14. Clients are required to describe the main purpose of the corporation, or the activities it will carry on, in the prescribed areas of these forms. If the corporation intends to become a registered

charity, you are strongly advised to consult the [Canada Revenue Agency](#) on the wording of the statement of purpose prior to incorporation, amalgamation, continuance or amendment. Any changes to the articles of a corporation after the Certificate of Incorporation is issued will require the filing of an amendment request and the associated fee of \$200.

Q15. Does my corporation need a corporate seal?

A15. A corporation under the NFP Act is not required to have a seal. However, if you wish to have a corporate seal, they are available from legal stationery stores or commercial suppliers.

Q16. How do I choose a name for my not-for-profit corporation?

A16. Information on choosing a corporate name can be found in the [Choosing a Name](#) section.

Q17. Are name granting rules under the Canada Not-for-profit Corporations Act (NFP Act) similar to the rules under Part II of the Canada Corporations Act and the Canada Business Corporations Act (CBCA)?

A17. Yes, the name granting rules are quite similar. Please consult the [Name Granting Compendium](#) for further information.

Q18. What is a NUANS Name Search Report?

A18. A NUANS Name Search Report is a document issued following a search for business names and trade marks registered in Canada that sound or look similar to a proposed name. It is required, for example, when a corporation incorporates or changes its name in order to ensure that the proposed name does not already exist or is not confusingly similar to another corporation's name, business name or trade mark.

Q19. Where can I obtain a NUANS Name Search Report for my proposed corporate name?

A19. You can order your own NUANS Name Search Report by visiting [NUANS.com](#) to access the NUANS Real-Time System (RTS). You can also obtain a NUANS Name Search Report by using the services of a search house, which is a private sector business that may be found in the telephone directory under 'Searches of Records'.

Q20. Does the NFP Act require a corporation to have terms such as Association or Foundation in its corporate name?

A20. No. Terms such as Association or Foundation are optional for corporate names. However, corporations with a number name are required to include such a term.

Q21. What do I do if I want a number name for my corporation?

A21. If you want a number name, enter 'Canada' in the corporate name section of the form you are filing, along with one of the following terms: Association, Center, Centre, Foundation,

Fondation, Institut, Institute or Society (e.g. _____ Canada Association). Leave enough space before 'Canada' for a seven digit number to be added. A NUANS Name Search Report is not required for a number name.

Q22. Can I subscribe to a mailing list to receive information from Corporations Canada?

A22. Yes, Corporations Canada has an [email subscription](#) service and an [RSS feed](#). Through these services you can receive Corporations Canada news, such as Notices from the Director.

To subscribe, simply visit [Subscribe to Notices Regarding – Not-for-profit Corporations](#).

Q23. If I subscribe to Corporations Canada's mailing list, will my email address be kept confidential?

A23. Your email address will remain confidential. You can consult our [Privacy Statement](#) for further information.

Q24. If a corporation has not yet made the transition to the Canada Not-for-profit Corporations Act (NFP Act), can it still apply for Supplementary Letters Patent or for Ministerial approval of by-law amendments?

A24. Yes. A corporation that has not yet made the transition to the NFP Act can continue to file applications for Supplementary Letters Patent or for Ministerial approval of by-law amendments under its governing legislation, the Canada Corporations Act (CCA Part II). However, once the corporation has moved under the jurisdiction of the Canada Not-for-profit Corporations Act it can no longer make applications under the Canada Corporations Act.

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The Canada Not-for-profit Corporations Act

The new Canada Not-for-profit Corporations Act (NFP Act) establishes a new set of rules for federally incorporated not-for-profit corporations in Canada. These new rules will replace Part II of the Canada Corporations Act (old Act), the law that has governed federal corporations for nearly a century. The rules under the NFP Act are modern, flexible and more suited to the needs of the not-for-profit sector.

What are the benefits of the Not-For-Profit Act?

Federal not-for-profit corporations benefit from:

- A clear set of rules that govern the internal affairs of federal not-for-profit corporations
- Less red tape with simplified processes
- More flexibility to make fundamental changes, such as amalgamations, that were not permitted under the old Act
- A more objective standard for directors in carrying out their duties and responsibilities that will reassure individuals who decide to be on a board of directors

Do these new rules apply immediately?

No. The NFP Act does not automatically apply to existing corporations. Instead, every existing federally incorporated not-for-profit corporation will have to take action to make the transition to the NFP Act. Until that transition is made, the rules under the old Act still apply.

What is the transition process?

The corporation must replace its letters patent, supplementary letters patent (if any) and by-laws with new charter documents by submitting articles of continuance to obtain a Certificate of Continuance and creating and filing new by-laws. The articles and by-laws must comply with the NFP Act. These charter documents set out the primary rules governing the corporation.

This guide will assist you in making the transition.

Will the transition affect the registered charity status of my corporation?

Possibly. If your corporation is or intends to become a "registered charity" as defined in the *Income Tax Act*, it is strongly recommended that you consult

the Charities Directorate of the Canada Revenue Agency during the transition process (go to www.cra-arc.gc.ca/charities or call 613-954-0410 or toll free at 1-800-267-2384). The Charities Directorate will provide you with valuable information about the transition that is specific to registered charities, particularly with respect to the statement of purpose, requirements for the number of directors, non-profit clauses and clauses related to the remuneration of directors, and the requirement to file documents with CRA after the transition process is complete. Consulting with the Charities Directorate in advance will help ensure that your corporation maintains its registered charity status.

Are there fees?

No. Corporations Canada does not charge a fee to apply for a Certificate of Continuance and to file by-laws.

Is there a deadline for making the transition?

A not-for-profit corporation must make the transition by October 17, 2014

What happens if a corporation does not make the transition?

Corporations that do not make the transition by the deadline will be assumed to be inactive and will be dissolved. For registered charities, dissolution could lead to the revocation of their registration as a charity, which would result in the corporation having to pay revocation tax equal to 100% of the value of their remaining assets.

Note: Any information provided by Corporations Canada, including this guide, is not intended to be a substitute for legal advice. Not-for-profit corporations are encouraged to seek professional advice if they have any concerns.

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The Transition Process

Corporations can take advantage of the benefits of the NFP Act once the transition is complete. The transition process involves obtaining a Certificate of Continuance and making by-laws that comply with the NFP Act.

To make the transition to the NFP Act, a federally incorporated not-for-profit corporation will need to replace its letters patent, supplementary letters patent (if any) and by-laws with a Certificate of Continuance (attached to which are the corporation's articles) and new by-laws that comply with the NFP Act.

The Certificate of Continuance is the same as a Certificate of Incorporation. Both set out the articles that apply to a corporation. Because the corporation is already incorporated, however, it cannot incorporate again under the NFP Act. Instead, it "continues" into the new Act and is issued a Certificate of Continuance instead of a Certificate of Incorporation.

The continuance process involves setting out articles of continuance, having them approved by members and submitting them to Corporations Canada, which in turn will issue a Certificate of Continuance. The articles of continuance are essentially the constitution of the corporation.

Because the rules under the NFP Act are different, what needs to be set out in the articles and by-laws is also different. For that reason, the transition process is not simply a matter of transposing the provisions of the letters patent and supplementary letters patent into the articles and using the same by-laws.

The following steps will guide you through the transition process.

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Step One

Review Your Letters Patent and By-laws

Review the corporation's letters patent, supplementary letters patent (if any) and the by-laws. Copies are available from Corporations Canada if you are not able to locate them.

Under the old Act, not-for-profit corporations were required to include a lot of detail in their by-laws, such as procedures for members meetings, the manner of electing or appointing directors, procedures for directors' meetings, and the procedures for making, amending, or repealing by-laws.

The NFP Act doesn't require this level of detail in the articles or by-laws since many of the rules are contained in the Act. A number of these rules are default rules. The corporation can override these default rules in its articles or by-laws if they don't suit its needs. However, there are a few rules that cannot be overridden by the articles or the by-laws. They apply to all corporations.

Refer to [Annex A](#) when reviewing your corporation's letters patent and by-laws. It highlights the main rules that those documents likely include which would be superseded by the rules in the NFP Act. What is currently set out in the letters patent or by-laws may even be inconsistent with the rules under the NFP Act.

During your review, you may wish to note any provisions, other than those set out in [Annex A](#), which are important to your corporation and you wish to retain. You can choose to include them as articles or by-laws under the NFP Act, the focus of the next two steps.

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Prepare Articles

The next step is to draft the articles of the corporation. The articles will be attached to the Certificate of Continuance that is issued to the corporation by Corporations Canada. The Certificate of Continuance and the articles together become the corporation's constitution and replace the letters patent.

The articles of a corporation are to be set out in a form that is provided by Corporations Canada. The form is called [Form 4031 – Articles of Continuance \(transition\)](#). It is available as a fillable PDF form on Corporations Canada's website.

The form sets out the following articles:

- Corporate Name
- Province or territory where the registered office is situated
- Minimum and maximum number of directors or the fixed number of directors
- Statement of the purpose of the corporation
- Restrictions on the activities that the corporation may carry on, if any
- The classes, or regional or other groups, of members that the corporation is authorized to establish
- Statement regarding the distribution of property remaining on liquidation
- Any additional provisions that the corporation may want in its articles

Refer to [Annex B](#) for detailed instructions on how to complete the form.

You may also refer to the [Model Articles](#), which provide examples of a completed Form 4031 – Articles of Continuance (transition)

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Create By-laws

A lengthy and comprehensive set of by-laws was required under the old Act to govern the corporation's internal affairs. This is not the case with the NFP Act since the Act already contains many rules. It specifies which by-law provisions are mandatory and provides default rules that apply if the corporation's by-laws do not address certain matters.

There are only two by-law provisions that are mandatory under the NFP Act.¹ At minimum, a corporation's by-laws need to address the following:

- Conditions required for membership
- Notice of meetings to members who are entitled to vote at the meeting

If there are no other provisions in the by-laws, the default rules will apply. If these default rules do not meet the needs of your corporation, you may want to create by-laws that would override them.

There may be rules that a corporation may wish to have that are not addressed by the default rules. An example of this is consensus decision-making by members. This rule should be included in the by-laws if the corporation operates in this fashion. Other types of rules that fall under this category are those dealing with discipline of members and dispute resolution mechanisms.

Annex C provides more information on the mandatory by-law provisions and default rules. To assist you in creating by-laws under the NFP Act, refer to the **Model By-laws**, located at the end of this guide, which would apply to a typical not-for-profit corporation.

Corporations Canada has also developed an online interactive tool called a **By-law Builder** that can generate the by-laws you want. It allows you to choose provisions that meet the specific needs of your corporation from a number of available options.

¹ Mandatory by-law provisions must be approved by a two-thirds majority vote of members. Other by-law provisions requiring a two-thirds majority vote are those that set out the rules on transferability of membership and absentee voting. The other by-law provisions may be approved by a simple majority vote.

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Get Members' Approval

A meeting of members will generally need to be held as part of the transition process. This meeting must be held in accordance with the existing by-laws since those are the rules governing the affairs of the corporation until a Certificate of Continuance is obtained.

Despite the voting rules in the existing by-laws, the NFP Act requires that the articles of continuance be approved by two-thirds of the votes cast by members of the corporation who are entitled to vote.

You may also wish to use the same approval level for the by-laws. Refer to the [Model Special Resolution for Members](#) for the suggested wording of a resolution of the members.

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Submit the Required Documents

Once the articles have been approved, the next step is to obtain a Certificate of Continuance. To do so, you are required to file the following with Corporations Canada:

- **Form 4031 – Articles of Continuance (transition);**
- **Form 4002 – Initial Registered Office Address and First Board of Directors** This form sets out the registered office address and the board of directors at the time of continuance. It is available in a fillable PDF format on Corporations Canada’s website; and
- **NUANS Name Search Report**, if the name of the corporation is changing on continuance.

When Corporations Canada receives your documents, we will make sure that they have been properly completed and, if applicable, that the new name is acceptable. If so, we will send you a Certificate of Continuance with the articles of continuance attached.

The by-laws do not have to be filed to obtain a Certificate of Continuance. The NFP Act requires that they be filed within 12 months after members have approved them as set out in [Step 4](#). You can, however, file them with the above documents.

Note: Unlike the old Act, the NFP Act does not require Corporations Canada to review and provide Ministerial approval of the by-laws. The benefit to the corporation is that the by-laws come into effect immediately when they are made. The only requirement is that by-laws be filed with Corporations Canada within 12 months of their being confirmed by members.² There is no fee to file by-laws.

Where to File

- By email at corporationscanada@ic.gc.ca
- By fax at 613-941-4803
- By mail to the following address:

Corporations Canada
Jean Edmonds Building
South Tower, 9th floor
365 Laurier Avenue West
Ottawa, Ontario K1A 0C8

Fee

Existing federally incorporated not-for-profit corporations do not have to pay a filing fee to obtain a Certificate of Continuance.

Additional Resources

- [Your Reporting Obligations under the Canada Not-for-profit Corporations Act](#)
- [Frequently Asked Questions](#)

Additional Information and How to Reach Corporations Canada

To obtain documents referred to in this guide or for additional information, please visit Corporations Canada's website at www.corporationscanada.ic.gc.ca or call **1-866-333-5556**.

You can also contact Corporations Canada at:

Client Services
Corporations Canada
Jean Edmonds Building
South Tower, 9th floor
365 Laurier Avenue West
Ottawa, Ontario K1A 0C8
General Inquiries:
Toll-free (within Canada): 1-866-333-5556
Telephone (National Capital Region and Outside Canada): 613-941-9042
FAX: 613-941-4803
Email: corporationscanada@ic.gc.ca

² With a few exceptions, by-laws can be made, amended or repealed by a resolution of the board of directors. The resolution takes effect immediately but it is to be submitted at the next meeting of members. The members can vote to confirm, amend or reject the change to the by-laws. If it is important to a corporation that by-laws only take effect when approved by the members, this would need to be stated in the articles or by-laws. Note that directors cannot make by-laws which require two-thirds vote of members (see [footnote in Annex C](#)).

CRA CHARITIES DIRECTORATE WEBSITE

<http://www.cra-arc.gc.ca/chrts-gvng/chrts/prtng/nfpc/menu-eng.html>

Canada



Common menu bar links

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- Help
- Search
- canada.gc.ca

[Charities and Giving](#) > [Charities](#) > [Operating](#)

Transition to the Canada Not-for-profit Corporations Act (NFP Act)

Registered charities that **are currently incorporated** under Part II of the *Canada Corporations Act* must apply for a certificate of continuance to transition to the NFP Act by October 17, 2014.

Organizations that **are not already incorporated** under Part II of the *Canada Corporations Act* but that want to incorporate federally should go to [Incorporation documents](#).

Topics

[Advising the Charities Directorate](#)
Documents to be filed with the Charities Directorate

[Completing Form 4031, Articles of Continuance \(transition\)](#)
Information for registered charities

[Continuance \(transition\) checklist](#)
Checklist form for registered charities that have completed the transition to

[Failure to file Form 4031, Articles of Continuance \(transition\)](#)
Dissolution of corporate status,

the *Canada Not-for-profit Corporations Act*

revocation of registered status

[Questions and answers](#)

Answers to questions about the transition process to the NFP Act

Forms, guides, and other publications related to the NFP Act

- [Background Paper - Canada Not-for-profit Corporations Act](#)
- [Form 4031, Articles of Continuance \(transition\)](#)
- [Transition Guide](#) for existing Not-for-profit Corporations

References

- [Industry Canada – Corporations Canada](#)

Advising the Charities Directorate after completing the continuance (transition) process to the NFP Act

Registered charities that are incorporated under Part II of the *Canada Corporations Act* must apply for a certificate of continuance under the new *Canada Not-for-profit Corporations Act* no later than October 17, 2014. Once the transition is complete, the charity must file certain documents with the Charities Directorate.

Documents to be filed with the Charities Directorate

- a copy of the Certificate of Continuance
- a copy of [Form 4031](#), *Articles of Continuance (transition)*
- a list of current directors (if amended)
- a copy of the current by-laws (if amended)
- a statement of current activities (if the purposes have changed and have not been previously reviewed by the Charities Directorate)

Please complete and attach the [Continuance \(transition\) checklist](#) to your documents before you send them to the Charities Directorate.

Mailing address:

Charities Directorate
Canada Revenue Agency
Ottawa ON K1A 0L5

References

- [Industry Canada – Corporations Canada](#)

Completing Form 4031, Articles of Continuance (transition)

Registered charities incorporated under Part II of the *Canada Corporations Act* have to apply for a certificate of continuance under the new *Canada Not-for-profit Corporations Act* (NFP Act) no later than October 17, 2014, by filing Form 4031 with Corporations Canada. The information on this page will assist registered charities in completing the form.

- [Statement of purpose](#)
 - [Number of directors](#)
 - [Non-profit clause](#) (non-distribution to members)
 - [Remuneration of directors](#)
-

Statement of purpose

For a charity to maintain its registered status with the Canada Revenue Agency (CRA), Item 6 "Statement of the purposes of the corporation" of [Form 4031](#) must contain purposes that are exclusively charitable.

Note

Item 6 should **not** be used to describe a mission statement in broad terms but should instead state a specific charitable purpose or purposes.

No change to purposes

Charities keeping the same purposes as currently stated in Article III of the Letters Patent issued under the *Canada Corporations Act* (CCA) should use the identical wording when completing Item 6 of Form 4031.

Amending the purposes

If a charity plans to amend the purposes as currently stated in Article III of the Letters Patent issued under the CCA, we recommend that the charity consult with us before submitting [Form 4031](#) to [Industry Canada - Corporations Canada](#) to make sure that its new purposes are charitable.

For charities that plan to amend their purposes or add new ones, we strongly recommend using the CRA [model objects](#). This is a non-exhaustive list of purposes that are acceptable to the CRA.

For each amended or new purpose, we require a detailed **statement of activities** that describes how the charity will accomplish the purpose. This

allows us to determine whether the charity continues to meet the legal requirements for registered status.

There are no fees associated with the transition to the NFP Act. However, if a charity chooses to amend its purposes after the transition is complete, it will have to request a Certificate of Amendment from Corporations Canada. The fee for an amendment is \$200.

Number of directors

The NFP Act introduces the definition of a **soliciting corporation**.

The NFP Act requires a soliciting corporation to have a **minimum of three directors** (two of whom are not officers or employees of the corporation or its affiliates).

Generally, a corporation will be considered a soliciting corporation under the NFP Act if, in a single financial year, it has received more than \$10,000 in public money (this includes solicited public donations, solicited or unsolicited government grants or similar financial assistance, and funds from another soliciting corporation).

We recommend that a registered charity incorporated or continued under the NFP Act that anticipates receiving public donations or government grants have at least three directors (two of whom are not officers or employees of the corporation or its affiliates) at all times. This way, the registered charity can avoid having to continually assess its status as a soliciting or non-soliciting corporation and adjust its board structure accordingly.

Therefore, the Articles of Continuance should provide for a **minimum of three directors**.

Note

The definition of soliciting corporation is more complex than explained on this page and has implications for:

- a corporation's requirement to send financial statements to Corporations Canada;
- a corporation's requirement to have its financial statements reviewed annually;
- the number of directors a corporation requires;
- a corporation's disbursement of assets upon dissolution; and
- whether a corporation may have a unanimous member agreement.

A registered charity may have its own reasons for wanting to be a soliciting corporation or a non-soliciting corporation under the NFP Act.

Non-profit clause (non-distribution to members)

The NFP Act contains a clause restricting the distribution of property, increases to the value of property, and profits to members of the corporation. In addition, to maintain its registered status under the *Income Tax Act*, no part of the income of an incorporated charity can become payable to or available for the personal benefit of any member.

We recommend that the following clause be included in Item 10, "Additional provisions, if any" of Form 4031:

The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in furtherance of its purposes.

Remuneration of directors

The provisions of the NFP Act allow for the remuneration of directors; however, the *Income Tax Act* and charity law generally restrict the remuneration of a charity's director or other governing official.

The Charities Directorate accepts the position that a charity may remunerate its directors or other governing officials for services they actually perform on behalf of the charity, as long as the payments are a reasonable compensation for the service provided. The Directorate also accepts that a charity may reimburse the out-of-pocket expenses its directors or other governing officials incur while carrying out their duties.

We recommend that the following clause be inserted in Item 10, "Additional provisions, if any" of Form 4031:

Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

Note

Since provincial laws may differ, charities should contact their provincial incorporating authority for more information.

Related topics

- [Charitable purposes and activities](#)

References

- [Industry Canada – Corporations Canada](#)

<http://www.cra-arc.gc.ca/chrts-gvng/chrts/prtng/nfpc/cntnnc-chcklst-eng.html>



Canada Revenue Agency
Agence du revenu
du Canada

Canada



Canada Revenue Agency

Common menu bar links

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Continuance (transition) checklist

Registered charities that have completed the transition to the *Canada Not-for-profit Corporations Act* should use this form to submit documents to the Charities Directorate.

Charity name: _____

Charity registration number: _____

Checklist

Please find attached:

- A copy of the Certificate of Continuance
- A copy of Form 4031, *Articles of Continuance (transition)*
- A list of current directors (if amended)
- A copy of the current by-laws, certified by 2 directors with an effective date (if amended)
- A statement of current activities (if required)
- Other

Changes to purposes (objects)

The purposes of the charity in Form 4031, *Articles of Continuance (transition)*:

- are exactly the same as those contained in the previous incorporation document.
- have been changed and the proposed changes have been previously approved by the Charities Directorate.

- have been changed using the CRA's [Model objects](#) **(be sure to include a statement of activities in this case)**.
- have been changed and have **not** been previously approved by the Charities Directorate **(be sure to include a statement of activities in this case)**.

Contact person:

Position in the charity:

Date:

Date Modified: 2012-05-08

<http://www.cra-arc.gc.ca/chrts-gvng/chrts/prtng/nfpc/flr-2-fl-eng.html>

Failure to file Form 4031, Articles of Continuance (transition)

Registered charities that are incorporated under Part II of the *Canada Corporations Act* must apply for a certificate of continuance under the new *Canada Not-for-profit Corporations Act* (NFP Act) no later than October 17, 2014, by filing Form 4031, Articles of Continuance (transition), with Corporations Canada.

What are the consequences?

If a registered charity fails to apply for a certificate of continuance by October 17, 2014, its corporate status will be dissolved by Corporations Canada.

Once a registered charity's corporate status is dissolved, it is no longer a legal entity. Failure to maintain its status as a legal entity could result in the charity's registered status being revoked. For more information, see [Consequences of revocation](#).

What are the options?

A charity that has its corporate status dissolved will receive a letter from us stating that its registration is in jeopardy. To avoid being revoked, the charity must provide us (within 90 days of the letter) a valid governing document or other proof that it is a legal entity. For example, the charity may submit a certificate of revival from Corporations Canada.

We review all new governing documents to ensure they meet certain requirements. For more information, see [Governing documents](#).

If a charity fails to provide documentation that it is a legal entity within 90 days, we will begin revocation procedures.

Related topics

- [Governing documents](#)

References

- [Industry Canada – Corporations Canada](#)
-

<http://www.cra-arc.gc.ca/chrts-gvng/chrts/prtng/nfpc/qstns-eng.html>

Questions and answers

Questions and answers about the continuance (transition) process into the Canada Not-for-profit Corporations Act (NFP Act)

1. [What is meant by the terms continuance and transition?](#)
2. [How long does a registered charity have to apply for a certificate of continuance into the NFP Act?](#)
3. [What will happen if a registered charity does not apply for a certificate of continuance by October 17, 2014?](#)
4. [Will a charity's registration be affected if its corporate status is dissolved?](#)
5. [Is there a fee to apply for a certificate of continuance into the NFP Act?](#)
6. [Will a registered charity get a new BN registration number under the NFP Act?](#)

7. [What form is used to apply for a certificate of continuance into the NFP Act?](#)
 8. [What other forms are required, if any?](#)
 9. [What should a registered charity do if it wants to amend its statement of purpose \(objects\)?](#)
 10. [Once the transition into the NFP Act is complete, what documents does a registered charity have to file with the Charities Directorate?](#)
 11. [How can a registered charity find out more about the requirements under the NFP Act?](#)
-

1. What is meant by the terms continuance and transition?

The terms continuance and transition are used interchangeably. Both terms refer to the process federal corporations must go through to become corporations under the new NFP Act.

2. How long does a registered charity have to apply for a certificate of continuance into the NFP Act?

A registered charity has to apply for a certificate of continuance no later than October 17, 2014.

3. What will happen if a registered charity does not apply for a certificate of continuance by October 17, 2014?

If a registered charity does not apply for a certificate of continuance by October 17, 2014, Corporations Canada will take steps to dissolve the charity's corporate status.

4. Will a charity's registration be affected if its corporate status is dissolved?

Once a charity's corporate status is dissolved, it is no longer a legal entity. If a charity is no longer a legal entity, its registration could be revoked. For more information, see [Consequences of revocation](#).

5. Is there a fee to apply for a certificate of continuance into the NFP Act?

There is **no** fee if the charity applies for a certificate of continuance on or before October 17, 2014. If a charity's corporate status is dissolved by

Corporations Canada and the charity wants it revived, it must request a Certificate of Revival from Corporations Canada. The revival fee is \$200. Also, if a charity needs to amend its statement of purpose (objects) after the transition to the NFP Act is completed, it must request a Certificate of Amendment from Corporations Canada. The fee for an amendment is also \$200.

6. Will a registered charity get a new BN registration number under the NFP Act?

No. The BN registration number of an existing charity will not change.

7. What form is used to apply for a certificate of continuance into the NFP Act?

Registered charities applying for a certificate of continuance into the NFP Act must complete [Form 4031, Articles of Continuance \(transition\)](#). Form 4011, *Articles of Continuance*, should not be used for this purpose.

8. What other forms are required, if any?

Refer to the [Transition Guide](#) for Existing Not-for-profit Corporations for any additional requirements.

9. What should a registered charity do if it wants to amend its statement of purpose (objects)?

A registered may choose to use the [model objects](#). This is a non-exhaustive list of purposes that are acceptable to the CRA. If a registered charity chooses not to use the model objects, we recommend that it contact us before submitting [Form 4031](#) to [Industry Canada - Corporations Canada](#) to make sure its new purposes (objects) are charitable at law.

10. Once the transition into the NFP Act is complete, what documents does a registered charity have to file with the Charities Directorate?

For a list of the documents the Charities Directorate requires, see [Advising the Charities Directorate](#).

11. How can a registered charity find out more about the requirements under the NFP Act?

For more information, go to [Industry Canada - Corporations Canada](#) or call 1-866-333-5556.

Request for Copies of Corporate Documents

Learn how to request copies of documents filed with Corporations Canada under:

- the Canada Business Corporations Act (CBCA)
- the Canada Not-for-profit Corporations Act (NFP Act)
- the Canada Cooperatives Act (Coop Act).

How do I obtain a copy of a document?

To obtain a copy of documents, send a written request by email, fax or mail to [Corporations Canada](#). Indicate the following information in your request:

- corporate name and corporation number
- whether you want the copies to be certified
- the document you want a copy of (e.g., articles of amendment or incorporation, annual return for a specific year)
- your name and phone number
- how you want the documents sent to you (email, fax or mail)
- the fee.

What are the fees?

The fees for copies under the CBCA, NFP Act and Coop Act are:

- uncertified copies - \$1.00 per page
- certified copies - \$35.00 per document.

Methods of payment	
Method of Receipt	Method of Payment
By email	Pay by credit card only: American Express, MasterCard or Visa.
By fax	Pay by credit card only: American Express, MasterCard or Visa.
By mail	Pay by: • credit card: American Express, MasterCard or Visa; or • cheque payable to the Receiver General for Canada.



Canada Not-for-profit Corporations Act (NFP Act)

Form 4001

Articles of Incorporation

1 Corporate name

2 The province or territory in Canada where the registered office is situated

3 Minimum and maximum number of directors *(for a fixed number, indicate the same number in both boxes)*

Minimum number

Maximum number

4 Statement of the purpose of the corporation

5 Restrictions on the activities that the corporation may carry on, if any

Form 4001
Articles of Incorporation

6 The classes, or regional or other groups, of members that the corporation is authorized to establish

7 Statement regarding the distribution of property remaining on liquidation

8 Additional provisions, if any

9 Declaration

I hereby certify that I am an incorporator of the corporation.

<i>Print name(s)</i>	<i>Signature(s)</i>

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

Instructions

Form 4001 - Articles of Incorporation

Form 4001 - Articles of Incorporation (PDF Version, 678 KB)

You are providing information required by the NFP Act. Note that both the NFP Act and the Privacy Act allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

If the corporation is or intends to become a registered charity as defined in the Income Tax Act, it is strongly recommended that the Charities Directorate of the Canada Revenue Agency (CRA) be consulted at www.cra-arc.gc.ca/charities or by contacting CRA at: 1-800-267-2384, prior to making a request to Corporations Canada for incorporation.

If the space available at items 4, 5, 6, 7, 8 and 9 is insufficient, please attach a schedule.

Item 1: Corporate Name

Indicate your proposed corporate name.

The proposed name must be distinctive, i.e., it must not be misleading or likely to be confused with names used by other organizations and businesses. In general, a corporate name is distinctive if it does not make those who encounter it think of another organization or business. You must include a valid NUANS Name Search Report unless you would like a number name (e.g., 123456 Canada Foundation). Corporations Canada will use the NUANS Name Search Report to determine whether the name is distinctive and otherwise meets the requirements of the NFP Act.

The NUANS Name Search Report must be dated not more than ninety (90) days prior to the receipt of the articles by Corporations Canada. More information about choosing a name is available on the Corporations Canada website.

If your corporate name has been pre-approved by Corporations Canada, attach a copy of the letter of approval to your application for incorporation. If the pre-approval letter is not included or the name has not been pre-approved, the name will be considered for approval when the application for incorporation is processed.

The NFP Act allows you to choose a number name as your legal name (e.g., "1234567 Canada Centre"). To obtain a number name, leave a blank space (in which Corporations Canada will insert an assigned number), followed by the word Canada and one of the following prescribed terms: Association, Center, Centre, Fondation, Foundation, Institut, Institute or Society.

Example: _____ Canada Center

If you are incorporating under a combined bilingual name, or separate English and French forms of the name, the corporate name is indicated here.

Examples:

- combined name – Centre récréatif Miramichi Recreational Center
- separate English and French forms
 - Ottawa Community Hockey Association
 - Association de hockey communautaire d'Ottawa

Item 2: The province or territory in Canada where the registered office is situated

Indicate the province or territory in Canada where your registered office is to be situated.

Note: Do not include the street address here. The street address will be indicated on Form 4002 – Initial Registered Office Address and First Board of Directors.

Item 3: Minimum and maximum number of directors

Every corporation must have at least one director, except a soliciting corporation (i.e., one that receives public donations and/or government grants in excess of \$10,000 in a single financial year). A soliciting corporation must have no fewer than three directors, at least two of whom are not officers or employees of the corporation or its affiliates.

Item 4: Statement of the purpose of the corporation

Include a statement that describes the purpose(s) of the corporation.

Note: If your corporation intends to become a registered charity, it is strongly recommended that the Charities Directorate of the CRA be consulted on this statement before submitting your application for incorporation.

Item 5: Restrictions on the activities that the corporation may carry on, if any

Set out any restrictions on activities that the corporation may carry on. If there are no restrictions required, indicate "none."

Note: If your corporation intends to become a registered charity, it is strongly recommended that the Charities Directorate of the CRA be consulted on this statement before submitting your application for incorporation.

Item 6: The classes, or regional or other groups, of members that the corporation is authorized to establish

Set out the class(es), or regional or other group(s), of members that the corporation is authorized to establish. If a corporation has more than one class or group, it must set out the voting rights attached to each of these classes or groups.

Item 7: Statement regarding the distribution of property remaining on liquidation

All corporations must clearly indicate how they will distribute any property remaining on liquidation. This includes the property that remains after paying your corporation's liabilities (e.g., debts), as well as returning any property that was originally given to your corporation on the condition that it is to be returned when the corporation is dissolved.

Registered charities and corporations that receive public donations and/or government grants in excess of \$10,000 in a single financial year must provide that any property remaining on liquidation (i.e., property that remains after paying the corporation's liabilities and after returning any property given to the corporation on the condition that it be returned when the corporation is dissolved) shall be distributed to one or more qualified donees, within the meaning of the Income Tax Act. However, if the registered charity has its registration revoked, there is a further restriction that the assets may only be distributed to qualified donees that also meet the definition of eligible donees under the Income Tax Act.

Item 8: Additional provisions, if any

Include any other provisions your corporation would like to have in its articles (e.g., any provisions required to satisfy the requirements of other legislation). If there are no other provisions, indicate "none".

While there is no limit to the provisions that could be part of this section of the articles, the following illustrates suggested wording for some possible topics. The suggested provisions are merely examples i.e., the list is not definitive and the wording is not mandatory. If you want to use other provisions, you may wish to consult a lawyer or other business professional to be sure that they are permitted under the NFP Act.

A. Non-profit clause for registered charities

CRA requires charities to operate on a non-profit basis and recommends that a corporation that intends to become a registered charity should include a statement in its articles that the corporation will be operated on a non-profit basis, although such a statement will not be mandatory. The CRA's suggested wording is:

The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in furtherance of its purposes.

B. Remuneration of directors clause for registered charities

CRA does not permit the remuneration of directors merely for acting as directors and recommends that a corporation that intends to become a registered charity should include a statement in its articles that directors may not be remunerated merely for acting as directors, although such a statement will not be mandatory. The CRA's suggested wording is:

Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

C. Borrowing powers

The NFP Act allows directors to borrow and grant security on property without the authorization of members (see section 28 of the NFP Act). However, your corporation can restrict this power by including a provision in the articles or by-laws or in any unanimous members' agreement. A provision regarding directors' borrowing powers and the delegation of those powers is sometimes used to limit the authority of directors and/or to satisfy lending institutions. The following wording could be used in the articles:

"If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

1. borrow money on the credit of the corporation;
2. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
3. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation."

D. Increase the majority vote by members:

The NFP Act specifies that an ordinary resolution is a simple majority and a special resolution is a two-thirds majority (see subsection 2(1) of the NFP Act). Your corporation can set out a different majority in its articles, which must be greater than the statutory majorities. The requirements for passage of a resolution to remove a director cannot be increased (see subsection 7(5) of the NFP Act). The following wording could be used:

"In order to effect any (ordinary and/or special) resolution passed at a meeting of members, a majority of not less than _____ per cent of the votes cast by the members who voted in respect of that resolution shall be required."

E. Foreign corporate name

You may want to specify the foreign form of your corporate name. This form of the name may only be used outside Canada (see subsection 11(2) of the NFP Act). The following wording could be used:

"It is hereby provided that the corporation may use and may be equally designated by the following form outside Canada:"

Note: Item 8 of Form 4001 is not to be used to state the English or French form of your corporate name for use inside Canada. The English and/or French forms of your corporate name are set out in Item 1 of Form 4001 – Articles of Incorporation.

F. Fill a vacancy on the board of directors

The NFP Act allows a quorum of directors to fill a vacancy on the board of directors, but not a vacancy created by an increase in the number of directors or a failure to elect the minimum number of directors specified in the articles (see section 132 of the NFP Act). Alternatively, the articles could specify that only the members can fill a vacancy on the board of directors. If you want to restrict the ability of the board of directors to fill a vacancy, the following wording could be used in the articles:

"Any vacancy on the board of directors shall be filled by a vote of the members."

G. Additional Directors

The NFP Act permits the articles to provide the board of directors with the authority to appoint one or more additional directors between annual meetings, for a term expiring not later than the close of the next annual meeting of members (see subsection 128(8) of the NFP Act). This authority does not apply to filling a vacancy on the board. The number of appointed directors cannot exceed one-third ($\frac{1}{3}$) of all directors elected at the last annual meeting of members. The following wording can be used in the articles to allow directors to appoint additional directors:

"The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual general meeting of members."

H. Class or group voting by members on amendments to articles

When there is an amendment to the articles, the NFP Act requires members to vote separately as a class or group in cases where the consequences of the amendment would affect the class or group differently from other classes or groups of members. The list of possible consequences is included in subsection 199(1) of the NFP Act. The Act provides an exception to this rule in two specific situations: an exchange, reclassification or cancellation of all or part of the memberships of the class or group; or the creation of a new class or group with rights equal to or superior to

the class or group. If your corporation wishes to use this exception, a provision must be included in the articles. The following wording could be used:

"The non-voting members shall not be entitled to vote separately as a class or group on an amendment, or proposal to make an amendment, to:

- (a) effect an exchange, reclassification or cancellation of all or part of the memberships of such class; or
- (b) create a new class or group of members having rights equal or superior to those of the non-voting members."

Item 9: Declaration

These articles must be signed by the incorporator(s). If an incorporator is a company or other incorporated body, the articles must be signed by an individual authorized by that body.

ALSO INCLUDE

- Form 4002 - Initial Registered Office Address and First Board of Directors
- NUANS Name Search Report, if applicable
- Fee

By-Laws

Within 12 months of the by-laws being confirmed by the members, the corporation must send a copy to Corporations Canada.

More Information

For more information, consult: Creating a Not-for-profit Corporation or call toll-free (within Canada) 1-866-333-5556 or (from outside Canada) 613-941-9042.

Send Documents

By mail:

*Corporations Canada
Jean Edmonds Building
South Tower, 9th floor
365 Laurier Avenue West
Ottawa ON K1A 0C8*

By facsimile: (613) 941-4803

By e-mail: corporationscanada@ic.gc.ca



Canada Not-for-profit Corporations Act (NFP Act)

Form 4002

Initial Registered Office Address and First Board of Directors

(To be filed with articles of incorporation, continuance (transition), amalgamation, or continuance (import))

1 Corporate name

2 Complete address of the registered office (cannot be a post office box)

Number and street name

City

Province or Territory

Postal code

3 Directors of the corporation (if space available is insufficient, complete attached schedule)

First and last name

Residential Address (cannot be a post office box)

4 Declaration

I hereby certify that I am an incorporator of the new corporation, or that I am a director or an authorized officer of the corporation continuing into or amalgamating under the NFP Act.

Signature _____

Print name _____

Phone number () ____ - _____

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

Schedule
(Item 3 of Form 4002)
Directors of the corporation

To be used if space on form is insufficient

Corporate name

Directors of the corporation	
First and last name	Residential Address <i>(cannot be a post office box)</i>

Additional address

Optional

Most corporations do not need to provide an additional address. An additional address is only useful if you want Corporations Canada to send annual return reminder notices to an address that is different than the corporation's registered office address (e.g., when another person files the annual returns on behalf of the corporation).

1 Corporate name

2 Corporation number, if available

3 Additional address

To the attention of		
Address		
City	Province or territory	Postal code

Send documents:

By mail: Corporations Canada
Jean Edmonds Building
South Tower, 9th floor
365 Laurier Avenue West
Ottawa ON K1A 0G8

By facsimile: (613) 941-4803

By e-mail: corporationscanada@ic.gc.ca

Instructions for Form 4002 - Initial Registered Office Address and First Board of Directors

You are providing information required by the NFP Act. Note that both the NFP Act and the Privacy Act allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

In accordance with sections 20 and 128 of the NFP Act, this form must be filed with articles of incorporation, continuance (transition), amalgamation, or continuance (import).

If the space available in item 3 is insufficient, attach a schedule.

Item 1: Corporate Name

Provide the name of your corporation as indicated in the articles of the corporation.

Item 2: Complete address of the registered office

The registered office address is the legal address of the corporation. All official documents that are sent by registered mail to, or that are served on, a corporation at the registered office address are deemed to be received by the corporation.

Indicate the street name and number, city, province/ territory and postal code of the registered office.

Note: The registered office address cannot be a post-office box and the address must be within the province or territory as indicated in the articles of the corporation.

Item 3: Directors of the corporation

Indicate the first and last name as well as the residential address of each member of the board of directors.

Note: A residential address cannot be a post office box and the number of directors must correspond with the minimum and maximum or fixed number of directors indicated in the articles of the corporation.

Item 4: Declaration

In the case of an incorporation, this form must be signed by an incorporator. If an incorporator is a company or other incorporated body, the articles must be signed by an individual authorized by that body. In the case of a continuance (transition), amalgamation or continuance (import), this

H. Class or group voting by members on amendments to articles

When there is an amendment to the articles, the NFP Act requires members to vote separately as a class or group in cases where the consequences of the amendment would affect the class or group differently from other classes or groups of members. The list of possible consequences is included in subsection 199(1) of the NFP Act. The Act provides an exception to this rule in two specific situations: an exchange, reclassification or cancellation of all or part of the memberships of the class or group; or the creation of a new class or group with rights equal to or superior to the class or group. If your corporation wishes to use this exception, a provision must be included in the articles. The following wording could be used:

"The non-voting members shall not be entitled to vote separately as a class or group on an amendment, or proposal to make an amendment, to:

1. effect an exchange, reclassification or cancellation of all or part of the memberships of such class; or
2. create a new class or group of members having rights equal or superior to those of the non-voting members."

Item 9: The amalgamation has been approved pursuant to the following section or subsection of the NFP Act

You must indicate whether the amalgamation complies with section 206 ("long-form"), subsection 207(1) ("vertical short-form") or subsection 207(2) ("horizontal short form") of the NFP Act. For more information on the three types of amalgamation, see the document titled "Amalgamating a Not-for-profit Corporation".

Item 10: Declaration

Indicate the name of the corporations that will be amalgamated and their respective corporation numbers. The director or authorized officer of each corporation must date and sign their name accordingly.

Also Included

- Form 4002 - Initial Registered Office Address and First Board of Directors
- NUANS Name Search Report, if applicable
- the filing fee.

More Information

For more information, consult: Amalgamating Not-for-profit Corporations or call toll-free (within Canada) 1-866-333-5556 or (from outside Canada) 613-941-9042.

Send documents

By mail:

*Corporations Canada
Jean Edmonds Building
South Tower, 9th floor
365 Laurier Avenue West
Ottawa ON K1A 0C8*

By facsimile: (613) 941-4803

By e-mail: corporationscanada@ic.gc.ca



Canada Not-for-profit Corporations Act (NFP Act)

Form 4003

Change of Registered Office Address

1 Corporate name

2 Corporation number

3 Complete address of the registered office (cannot be a post office box)

Number and street name

City

Province or Territory

Postal code

4 Declaration

I hereby certify that I have relevant knowledge of the corporation, and that I am authorized to sign and submit this form.

Signature _____

Print name _____

Phone number () - _____

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

Additional address

Optional

Most corporations do not need to provide an additional address. An additional address is only useful if you want Corporations Canada to send annual return reminder notices to an address that is different than the corporation's registered office address (e.g., when another person files the annual returns on behalf of the corporation).

1 Corporate name

2 Corporation number, if available

3 Additional address

To the attention of

Number and street name

City

Province or Territory

Postal code

Send documents:

By mail: **Corporations Canada
Jean Edmonds Building
South Tower, 9th floor
365 Laurier Avenue West
Ottawa ON K1A 0C8**

By facsimile: **(613) 941-4803**

By e-mail: **corporationscanada@ic.gc.ca**

Instructions for Form 4003 - Change of Registered Office Address

Form 4003 – Change of Registered Office Address (PDF, 931 KB)

You are providing information required by the NFP Act. Note that both the NFP Act and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Item 1- Corporate name

Indicate the corporate name.

Item 2 – Corporation Number

Indicate the corporation number. You will find the corporation number on your certificate of incorporation, amalgamation or continuance. You can also find it using the Corporations Canada online database.

Item 3 – Complete address of the registered office

The registered office address is the legal address of the corporation. All official documents that are sent by registered mail to, or that are served on, a corporation at the registered office address are deemed to be received by the corporation. If the corporation has moved and not updated its registered office address with Corporations Canada, official documents are still deemed to be received by the corporation.

Indicate the street name and number, city, province/territory and postal code of the registered office.

Item 4 – Declaration

This form must be signed by an individual who has relevant knowledge of the corporation and who is authorized by the directors. This includes:

- a director of the corporation
- an authorized officer of the corporation
- an authorized agent.

Please print the name and indicate the telephone number of the signatory.

More Information

For more information on a corporations ongoing reporting obligations, consult: Your Reporting Obligations under the *Canada Not-for-profit Corporations Act* or call toll-free (within Canada) 1-866-333-5556 or (from outside Canada) 613-941-9042.

Send documents

By mail:

*Corporations Canada
Jean Edmonds Building
South Tower, 9th floor
365 Laurier Avenue West
Ottawa ON K1A 0C8*

By facsimile: (613) 941-4803

By e-mail: corporationscanada@ic.gc.ca



Canada Not-for-profit Corporations Act (NFP Act)

Form 4004

Articles of Amendment

1 Corporate name

2 Corporation number

3 The articles are amended as follows: (complete all applicable sections)

A The corporation amends its name to:

B The corporation amends the province or territory in Canada where the registered office is situated to:

C The corporation amends the number of directors to: (for a fixed number, indicate the same number in both boxes)

Minimum number

Maximum number

D Other amendments, please specify:

4 Declaration

I hereby certify that I am a director or an authorized officer of the corporation.

Signature _____

Print name _____

Phone number () - _____

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

Instructions for Form 4004 - Articles of Amendment

Form 4004 - Articles of Amendment (PDF, 841 KB)

Notes:

1. You are providing information required by the NFP Act. Note that both the NFP Act and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.
2. If the corporation is or intends to become a registered charity as defined in the *Income Tax Act*, it is strongly recommended that the Charities Directorate of the Canada Revenue Agency (CRA) be consulted or by contacting CRA at: 1-800-267-2384, prior to making a request to Corporations Canada for amendment.

Item 1: Corporate name

Indicate the corporate name.

Item 2: Corporation number

Indicate the corporation number. You will find the corporation number on the certificate of incorporation, amalgamation or continuance. You can also find it using the Corporations Canada online database.

Item 3: The articles are amended as follows:

Use the appropriate section below depending on the change being made:

A. The corporation amends its name to:

Indicate the proposed change to the corporate name.

The proposed name must be distinctive, i.e., it must not be misleading or likely to be confused with names used by other organizations and businesses. In general, a corporate name is distinctive if it does not make those who encounter it think of another organization or business. See Name a Corporation for more information.

For your corporate name you can choose:

- a unilingual name (i.e., English or French)
- a combined bilingual name (e.g., Centre récréatif Miramichi Recreational Center)
separate English and French forms of the name – start each name on a separate line:

- e.g., Ottawa Community Hockey Association
Association de hockey communautaire d'Ottawa
- a number name – leave a blank space (in which Corporations Canada will insert an assigned number), followed by the word "Canada" and one of the following prescribed terms: Association, Center, Centre, Fondation, Foundation, Institut, Institute or Society (e.g., 123456 Canada Centre).

You must include a valid NUANS Name Search Report unless the corporation will have a number name (e.g., 123456 Canada Foundation). Corporations Canada will use the NUANS Name Search Report to determine whether the name is distinctive and otherwise meets the requirements of the NFP Act. The NUANS Name Search Report must be dated not more than ninety (90) days prior to the receipt of the articles by Corporations Canada.

If the corporate name has been pre-approved by Corporations Canada, attach a copy of the letter of approval to your application for amendment. If the pre-approval letter is not included or the name has not been pre-approved, the name will be considered for approval when the application for amendment is processed.

To help Corporations Canada make a decision regarding the proposed new name, include with your application a completed Corporate Name Information Form.

B. The corporation amends the province or territory in Canada where the registered office is situated to:

Indicate the province or territory in Canada where your registered office is to be situated.

Note: Do not include the street address here. The street address will be indicated on Form 4003 – Change of Registered Office address.

C. The corporation amends the number of directors to:

Indicate the new minimum and maximum number of directors. If the number is fixed, indicate the same number in both boxes.

Every corporation must have at least one director, except a soliciting corporation (i.e., one that receives public donations and/or government grants in excess of \$10,000 in a single financial year). A soliciting corporation must have no fewer than three directors, at least two of whom are not officers or employees of the corporation or its affiliates.

Note: Do not include or remove individual director's information here. The removal or addition of directors is done using Form 4006 – Changes Regarding Directors.

D. Other amendments, please specify:

Use this section to amend any other provision in the articles. Indicate the nature of the change. All amendments must indicate clearly which articles, paragraphs or sub-paragraphs of the articles are being amended.

If the space available is insufficient, please attach a schedule

Item 4: Declaration

This form must be signed by either a director or an authorized officer of the corporation. Please print the name and indicate the telephone number of the signatory.

Also Include

- Form 4003 – Change of Registered Office Address, if applicable
- Form 4006 – Changes Regarding Directors, if applicable
- NUANS Name Search Report, if applicable
- the filing fee.

More Information

For more information, consult: Amending the Articles of a Not-for-profit Corporation or call toll-free (within Canada) 1-866-333-5556 or (from outside Canada) 613-941-9042.

Send documents

By mail:

*Corporations Canada
Jean Edmonds Building
South Tower, 9th floor
365 Laurier Avenue West
Ottawa ON K1A 0C8*

By facsimile: (613) 941-4803

By e-mail: corporationscanada@ic.gc.ca

Canada Not-for-profit Corporations Act (NFP Act)

Form 4006

Changes Regarding Directors

[illegible]

Form 4006
Changes Regarding Directors

4 The following individuals are no longer directors

First and last name	End Date
	YYYY-MM-DD
	YYYY-MM-DD
	YYYY-MM-DD
	YYYY-MM-DD
	YYYY-MM-DD
	YYYY-MM-DD
	YYYY-MM-DD
	YYYY-MM-DD
	YYYY-MM-DD

5 Change of address of a director

First and last name	Residential address (cannot be a post office box)

6 Declaration

I hereby certify that I have relevant knowledge of the corporation, and that I am authorized to sign and submit this form.

Signature _____

Print name _____

Phone number () - _____

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

Instructions for Form 4006 - Changes Regarding Directors

Form 4006 – Changes Regarding Directors (PDF, 940 KB)

Notes:

1. You are providing information required by the NFP Act. Note that both the NFP Act and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.
2. If the space available at an item is not sufficient, please attach a schedule.

Item 1 – Corporate Name

Indicate the corporate name.

Item 2 – Corporation Number

Indicate the corporation number. You will find the corporation number on your certificate of incorporation, amalgamation or continuance. You can also find it using the Corporations Canada online database.

Item 3 – The following individuals are new directors

Every corporation must have at least one director. Soliciting corporations must have no fewer than three directors, at least two of whom are not officers or employees of the corporation or its affiliates.

Indicate the first and last name as well as the residential address of each new member of the board of directors, including the date when the individual became a director.

Note: A residential address cannot be a post office box and the number of directors must correspond with the minimum and maximum or fixed number of directors indicated in your articles.

Item 4 – The following individuals are no longer directors

A director of a corporation ceases to hold office when the director:

- dies
- resigns
- is removed by the members

- becomes disqualified.

Indicate the first and last names of the director as well as the date when the individual ceased to be a director.

Item 5 – Change of address of a director

Indicate the first and last names of the director, as well as the new residential address.

Item 6 – Declaration

This form must be signed by an individual who has relevant knowledge of the corporation and who is authorized by the directors. This includes:

- a director of the corporation
- an authorized officer of the corporation
- an authorized agent.

Please print the name and indicate the telephone number of the signatory.

More Information

For more information on a corporations ongoing reporting obligations, consult: [Your Reporting Obligations under the *Canada Not-for-profit Corporations Act*](#) or call toll-free (within Canada) 1-866-333-5556 or (from outside Canada) 613-941-9042.

Send Documents

By mail:

*Corporations Canada
Jean Edmonds Building
South Tower, 9th floor
365 Laurier Avenue West
Ottawa ON K1A 0C8*

By facsimile: (613) 941-4803

By e-mail: corporationscanada@ic.gc.ca

Canada Not-for-profit Corporations Act (NFP Act)

Form 4007

Restated Articles of Incorporation

1	Corporate name		
2	Corporation number	3	The province or territory in Canada where the registered office is situated
4	Minimum and maximum number of directors <i>(for a fixed number, indicate the same number in both boxes)</i>		
	Minimum number		Maximum number
5	Statement of the purpose of the corporation		
6	Restrictions on the activities that the corporation may carry on, if any		

Form 4007
Restated Articles of Incorporation

7 The classes, or regional or other groups, of members that the corporation is authorized to establish

8 Statement regarding the distribution of property remaining on liquidation

9 Additional provisions, if any

10 Declaration

I hereby certify that I am a director or authorized officer of the corporation and that these restated articles of incorporation correctly set out, without substantive change, the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation.

Signature _____

Print name _____

Phone number () - _____

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

Instructions for Form 4007 - Restated Articles of Incorporations

Notes:

- You are providing information required by the NFP Act. Note that both the NFP Act and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.
- All statutory references are to the Canada Not-for-profit Corporations Act (NFP Act).
- Restated Articles of Incorporation are used to consolidate, into one document, all the amendments made to a corporation's articles since its creation.
- Restated Articles of Incorporation must comply with the requirements of section 203.
- These articles must set out, without substantive change, the articles of incorporation as previously amended.
- The restated certificate of incorporation will supersede the original articles of incorporation and all amendments to those articles.
- If the space available at items 5, 6, 7, 8 and 9 is insufficient, attach a schedule.

Also Include

- Fees of \$50, payable by credit card (American Express, Visa or Master Card) or by cheque made payable to the Receiver General for Canada.

Note: There is no fee payable if the request for a Restated Certificate of Incorporation is submitted on the same day as a request for a Certificate of Amendment..

Reporting Obligations

For information on a corporation's ongoing reporting obligations, consult: www.corporationscanada.ic.gc.ca

More Information

For more information, consult: www.corporationscanada.ic.gc.ca or call toll-free (within Canada) 1-866-333-5556 or (from outside Canada) 613-941-9042.

Send documents

By mail:

*Corporations Canada
Jean Edmonds Building*

*South Tower, 9th floor
365 Laurier Avenue West
Ottawa ON K1A 0C8*

By facsimile:(613) 941-4803

By e-mail: corporationscanada@ic.gc.ca



Canada Not-for-profit Corporations Act (NFP Act)

Form 4009

Articles of Amalgamation

1 Corporate name of the corporation created by amalgamation

2 The province or territory in Canada where the registered office is situated

3 Minimum and maximum number of directors *(for a fixed number, indicate the same number in both boxes)*

Minimum number

Maximum number

4 Statement of the purpose of the corporation

5 Restrictions on the activities that the corporation may carry on, if any

6 The classes, or regional or other groups, of members that the corporation is authorized to establish

Form 4009
Articles of Amalgamation

7 Statement regarding the distribution of property remaining on liquidation

8 Additional provisions, if any

9 The amalgamation has been approved pursuant to the following section or subsection of the NFP Act:

☐ 206 - Amalgamation approved by special resolution of members	☐ 207(1) - Vertical short-form amalgamation approved by a resolution of the directors	☐ 207(2) - Horizontal short-form amalgamation approved by a resolution of the directors

10 Declaration

I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the corporations being amalgamated	Corporation Number	Print name and sign

		signature
		print name
		signature
		print name
		signature
		print name

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

Instructions for Form 4009 - Articles of Amalgamation

Form 4009: Articles of Amalgamation (PDF, 921 KB)

Notes:

1. You are providing information required by the NFP Act. Note that both the NFP Act and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.
2. If the corporation is or intends to become a registered charity as defined in the Income Tax Act, it is strongly recommended that the Charities Directorate of the Canada Revenue Agency (CRA) be consulted or by contacting CRA at: 1-800-267-2384, prior to making a request to Corporations Canada for amalgamation.
3. If the space available at items 4, 5, 6, 7, 8 and 10 is insufficient, please attach a schedule.

Item 1: Corporate name of the corporation created by amalgamation

Indicate the proposed corporate name of the corporation to be created by the amalgamation.

The proposed name must be distinctive, i.e., it must not be misleading or likely to be confused with names used by other organizations and businesses. In general, a corporate name is distinctive if it does not make those who encounter it think of another organization or business. See Name a Corporation for more information.

For your corporate name you can choose:

- a unilingual name (i.e., English or French)
- a combined bilingual name (e.g., Centre récréatif Miramichi Recreational Center)
- separate English and French forms of the name – start each name on a separate line:
 - e.g., Ottawa Community Hockey Association
Association de hockey communautaire d'Ottawa
- a number name – leave a blank space (in which Corporations Canada will insert an assigned number), followed by the word "Canada" and one of the following prescribed terms: Association, Center, Centre, Fondation, Foundation, Institut, Institute or Society (e.g., 123456 Canada Centre).

You must include a valid NUANS Name Search Report unless the new corporation will have a name identical to that of one of the amalgamating corporations or a number name (e.g., 123456 Canada Foundation). Corporations Canada will use the NUANS Name Search Report to determine whether the name is distinctive and otherwise meets the requirements of the NFP Act.

The NUANS Name Search Report must be dated not more than ninety (90) days prior to the receipt of the articles by Corporations Canada.

If the corporate name has been pre-approved by Corporations Canada, attach a copy of the letter of approval to your application for amalgamation. If the pre-approval letter is not included or the name has not been pre-approved, the name will be considered for approval when the application for amalgamation is processed.

To help Corporations Canada make a decision regarding the proposed new name, include with your application a completed Corporate Name Information Form.

Item 2: The province or territory in Canada where the registered office is situated

Indicate the province or territory in Canada where the registered office is to be situated.

Note: Do not include the street address here. The street address will be indicated on Form 4002 – Initial Registered Office Address and First Board of Directors.

Item 3: Minimum and maximum number of directors

Indicate the minimum and maximum number of directors. If the number is fixed, indicate the same number in both boxes.

Every corporation must have at least one director, except a soliciting corporation (i.e., one that receives public donations and/or government grants in excess of \$10,000 in a single financial year). A soliciting corporation must have no fewer than three directors, at least two of whom are not officers or employees of the corporation or its affiliates.

Item 4: Statement of the purpose of the corporation

Include a statement that describes the purpose(s) of the corporation.

Note: If the corporation intends to become a registered charity, it is strongly recommended that the Charities Directorate of the CRA be consulted on this statement before submitting your application for amalgamation.

Item 5: Restrictions on the activities that the corporation may carry on, if any

Set out any restrictions on activities that the corporation may carry on. If there are no restrictions required, indicate "none."

Note: If the corporation intends to become a registered charity, it is strongly recommended that the Charities Directorate of the CRA be consulted on this statement before submitting your application for amalgamation.

Item 6: The classes, or regional or other groups, of members that the corporation is authorized to establish

Set out the class(es), or regional or other group(s), of members that the corporation is authorized to establish. If a corporation has more than one class or group, it must set out the voting rights attached to each of these classes or groups.

Item 7: Statement regarding the distribution of property remaining on liquidation

All corporations must clearly indicate how they will distribute any property remaining on liquidation. This includes the property that remains after paying your corporation's liabilities (e.g., debts), as well as returning any property that was originally given to your corporation on the condition that it is to be returned when the corporation is dissolved.

Registered charities and corporations that receive public donations and/or government grants in excess of \$10,000 in a single financial year must provide that any property remaining on liquidation (i.e., property that remains after paying the corporation's liabilities and after returning any property given to the corporation on the condition that it be returned when the corporation is dissolved) shall be distributed to one or more qualified donees, within the meaning of the *Income Tax Act*. However, if the registered charity has its registration revoked, there is a further restriction that the assets may only be distributed to qualified donees that also meet the definition of eligible donees under the *Income Tax Act*.

Item 8: Additional provisions, if any

Include any other provisions your corporation would like to have in its articles (e.g., any provisions required to satisfy the requirements of other legislation). If there are no other provisions, indicate "none".

While there is no limit to the provisions that could be part of this section of the articles, the following illustrates suggested wording for some possible topics. The suggested provisions are merely examples, i.e., the list is not definitive and the wording is not mandatory. If you want to use other provisions, you may wish to consult a lawyer or other business professional to be sure that they are permitted under the NFP Act.

A. Non-profit clause for registered charities

CRA requires charities to operate on a non-profit basis and recommends that a corporation that intends to become a registered charity should include a statement in its articles that the

corporation will be operated on a non-profit basis, although such a statement will not be mandatory. The CRA's suggested wording is:

The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in furtherance of its purposes.

B. Remuneration of directors clause for registered charities

CRA does not permit the remuneration of directors merely for acting as directors and recommends that a corporation that intends to become a registered charity should include a statement in its articles that directors may not be remunerated merely for acting as directors, although such a statement will not be mandatory. The CRA's suggested wording is:

Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

C. Borrowing powers

The NFP Act allows directors to borrow and grant security on property without the authorization of members (see section 28 of the NFP Act). However, your corporation can restrict this power by including a provision in the articles or by-laws or in any unanimous members' agreement. A provision regarding directors' borrowing powers and the delegation of those powers is sometimes used to limit the authority of directors and/or to satisfy lending institutions. The following wording could be used in the articles:

"If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

1. borrow money on the credit of the corporation;
2. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
3. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation."

D. Increase the majority vote by members:

The NFP Act specifies that an ordinary resolution is a simple majority and a special resolution is a two-thirds majority (see subsection 2(1) of the NFP Act). Your corporation can set out a

different majority in its articles, which must be greater than the statutory majorities. The requirements for passage of a resolution to remove a director cannot be increased (see subsection 7(5) of the NFP Act). The following wording could be used:

"In order to effect any (ordinary and/or special) resolution passed at a meeting of members, a majority of not less than per cent of the votes cast by the members who voted in respect of that resolution shall be required."

E. Foreign corporate name

You may want to specify the foreign form of the corporate name. This form of the name may only be used outside Canada (see subsection 11(2) of the NFP Act). The following wording could be used:

"It is hereby provided that the corporation may use and may be equally designated by the following form outside Canada:"

Note: Item 8 of Form 4009 is not to be used to state the English or French form of your corporate name for use inside Canada. The English and/or French forms of your corporate name are set out in Item 1 of Form 4009 – Articles of Amalgamation.

F. Fill a vacancy on the board of directors

The NFP Act allows a quorum of directors to fill a vacancy on the board of directors, but not a vacancy created by an increase in the number of directors or a failure to elect the minimum number of directors specified in the articles (see section 132 of the NFP Act). Alternatively, the articles could specify that only the members can fill a vacancy on the board of directors. If you want to restrict the ability of the board of directors to fill a vacancy, the following wording could be used in the articles:

"Any vacancy on the board of directors shall be filled by a vote of the members."

G. Additional Directors

The NFP Act permits the articles to provide the board of directors with the authority to appoint one or more additional directors between annual meetings, for a term expiring not later than the close of the next annual meeting of members (see subsection 128(8) of the NFP Act). This authority does not apply to filling a vacancy on the board. The number of appointed directors cannot exceed one-third (1/3) of all directors elected at the last annual meeting of members. The following wording can be used in the articles to allow directors to appoint additional directors:

"The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual general meeting of members."

H. Class or group voting by members on amendments to articles

When there is an amendment to the articles, the NFP Act requires members to vote separately as a class or group in cases where the consequences of the amendment would affect the class or group differently from other classes or groups of members. The list of possible consequences is included in subsection 199(1) of the NFP Act. The Act provides an exception to this rule in two specific situations: an exchange, reclassification or cancellation of all or part of the memberships of the class or group; or the creation of a new class or group with rights equal to or superior to the class or group. If your corporation wishes to use this exception, a provision must be included in the articles. The following wording could be used:

"The non-voting members shall not be entitled to vote separately as a class or group on an amendment, or proposal to make an amendment, to:

1. effect an exchange, reclassification or cancellation of all or part of the memberships of such class; or
2. create a new class or group of members having rights equal or superior to those of the non-voting members."

Item 9: The amalgamation has been approved pursuant to the following section or subsection of the NFP Act

You must indicate whether the amalgamation complies with section 206 ("long-form"), subsection 207(1) ("vertical short-form") or subsection 207(2) ("horizontal short form") of the NFP Act. For more information on the three types of amalgamation, see the document titled "Amalgamating a Not-for-profit Corporation".

Item 10: Declaration

Indicate the name of the corporations that will be amalgamated and their respective corporation numbers. The director or authorized officer of each corporation must date and sign their name accordingly.

Also Included

- Form 4002 - Initial Registered Office Address and First Board of Directors
- NUANS Name Search Report, if applicable
- the filing fee.

More Information

For more information, consult: Amalgamating Not-for-profit Corporations or call toll-free (within Canada) 1-866-333-5556 or (from outside Canada) 613-941-9042.

Send documents

By mail:

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South Tower, 9th floor
365 Laurier Avenue West
Ottawa ON K1A 0C8*

By facsimile: (613) 941-4803

By e-mail: corporationscanada@ic.gc.ca



Canada Not-for-profit Corporations Act (NFP Act)

Form 4011

Articles of Continuance (import)

Not to be used for a continuance from the *Canada Corporations Act (CCA)*.

1 Corporate name on continuance

2 The province or territory in Canada where the registered office is situated

3 Minimum and maximum number of directors (for a fixed number, indicate the same number in both boxes)

Minimum number

Maximum number

4 Statement of the purpose of the corporation

5 Restrictions on the activities that the corporation may carry on, if any

6 The classes, or regional or other groups, of members that the corporation is authorized to establish

Form 4011
Articles of Continuance (import)

7 Statement regarding the distribution of property remaining on liquidation

8 Additional provisions, if any

9 Previous name (if there is a change of name on continuance)

10 Details of Incorporation (see instructions)

11 Declaration

I hereby certify that I am a director or an authorized officer of the incorporated body continuing into the NFP Act.

Signature _____

Print name _____

Phone number () _____ - _____

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

Instructions for Form 4011 - Articles of Continuance (import)

Form 4011: Articles of Continuance (import) (PDF, 916 KB)

Notes:

1. You are providing information required by the NFP Act. Note that both the NFP Act and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.
2. If the corporation is or intends to become a registered charity as defined in the *Income Tax Act*, it is strongly recommended that the Charities Directorate of the Canada Revenue Agency (CRA) be consulted or by contacting CRA at: 1-800-267-2384, prior to making a request to Corporations Canada for continuance.
3. If the space available at items 4, 5, 6, 7, 8 and 10 is insufficient, please attach a schedule.

Item 1: Corporate name on continuance

Indicate the proposed corporate name of the corporation to be created by the continuance (import).

The proposed name must be distinctive, i.e., it must not be misleading or likely to be confused with names used by other organizations and businesses. In general, a corporate name is distinctive if it does not make those who encounter it think of another organization or business. See Name a Corporation for more information.

For your corporate name you can choose:

- a unilingual name (i.e., English or French)
- a combined bilingual name (e.g., Centre récréatif Miramichi Recreational Center)
- separate English and French forms of the name – start each name on a separate line:
 - e.g., Ottawa Community Hockey Association
Association de hockey communautaire d'Ottawa
- a number name – leave a blank space (in which Corporations Canada will insert an assigned number), followed by the word "Canada" and one of the following prescribed terms: Association, Center, Centre, Fondation, Foundation, Institut, Institute or Society (e.g., 123456 Canada Centre).

You must include a valid NUANS Name Search Report unless the new corporation will have a number name (e.g., 123456 Canada Foundation). Corporations Canada will use the NUANS Name Search Report to determine whether the name is distinctive and otherwise meets the requirements of the NFP Act. The NUANS Name Search Report must be dated not more than ninety (90) days prior to the receipt of the articles by Corporations Canada.

If the corporate name has been pre-approved by Corporations Canada, attach a copy of the letter of approval to your application for continuance. If the pre-approval letter is not included or the name has not been pre-approved, the name will be considered for approval when the application for continuance is processed.

To help Corporations Canada make a decision regarding the proposed new name, include with your application a completed Corporate Name Information Form

.

Item 2: The province or territory in Canada where the registered office is situated

Indicate the province or territory in Canada where the registered office is to be situated.

Note: Do not include the street address here. The street address will be indicated on Form 4002 – Initial Registered Office Address and First Board of Directors.

Item 3: Minimum and maximum number of directors

Indicate the minimum and maximum number of directors. If the number is fixed, indicate the same number in both boxes.

Every corporation must have at least one director, except a soliciting corporation (i.e., one that receives public donations and/or government grants in excess of \$10,000 in a single financial year). A soliciting corporation must have no fewer than three directors, at least two of whom are not officers or employees of the corporation or its affiliates.

Item 4: Statement of the purpose of the corporation

Include a statement that describes the purpose(s) of the corporation.

Note: If the corporation intends to become a registered charity, it is strongly recommended that the Charities Directorate of the CRA be consulted on this statement before submitting your application for continuance.

Item 5: Restrictions on the activities that the corporation may carry on, if any

Set out any restrictions on activities that the corporation may carry on. If there are no restrictions required, indicate "none."

Note: If the corporation intends to become a registered charity, it is strongly recommended that the Charities Directorate of the CRA be consulted on this statement before submitting your application for continuance.

Item 6: The classes, or regional or other groups, of members that the corporation is authorized to establish

Set out the class(es), or regional or other group(s), of members that the corporation is authorized to establish. If a corporation has more than one class or group, it must set out the voting rights attached to each of these classes or groups.

Item 7: Statement regarding the distribution of property remaining on liquidation

All corporations must clearly indicate how they will distribute any property remaining on liquidation. This includes the property that remains after paying your corporation's liabilities (e.g., debts), as well as returning any property that was originally given to your corporation on the condition that it is to be returned when the corporation is dissolved.

Registered charities and corporations that receive public donations and/or government grants in excess of \$10,000 in a single financial year must provide that any property remaining on liquidation (i.e., property that remains after paying the corporation's liabilities and after returning any property given to the corporation on the condition that it be returned when the corporation is dissolved) shall be distributed to one or more qualified donees, within the meaning of the *Income Tax Act*. However, if the registered charity has its registration revoked, there is a further restriction that the assets may only be distributed to qualified donees that also meet the definition of eligible donees under the *Income Tax Act*.

Item 8: Additional provisions, if any

Include any other provisions your corporation would like to have in its articles (e.g., any provisions required to satisfy the requirements of other legislation). If there are no other provisions, indicate "none".

While there is no limit to the provisions that could be part of this section of the articles, the following illustrates suggested wording for some possible topics. The suggested provisions are merely examples, i.e., the list is not definitive and the wording is not mandatory. If you want to use other provisions, you may wish to consult a lawyer or other business professional to be sure that they are permitted under the NFP Act.

A. Non-profit clause for registered charities

CRA requires charities to operate on a non-profit basis and recommends that a corporation that intends to become a registered charity should include a statement in its articles that the

corporation will be operated on a non-profit basis, although such a statement will not be mandatory. The CRA's suggested wording is:

"The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in furtherance of its purposes."

B. Remuneration of directors clause for registered charities

CRA does not permit the remuneration of directors merely for acting as directors and recommends that a corporation that intends to become a registered charity should include a statement in its articles that directors may not be remunerated merely for acting as directors, although such a statement will not be mandatory. The CRA's suggested wording is:

"Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity."

C. Borrowing powers

The NFP Act allows directors to borrow and grant security on property without the authorization of members (see section 28 of the NFP Act). However, your corporation can restrict this power by including a provision in the articles or by-laws or in any unanimous members' agreement. A provision regarding directors' borrowing powers and the delegation of those powers is sometimes used to limit the authority of directors and/or to satisfy lending institutions. The following wording could be used in the articles:

"If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

1. borrow money on the credit of the corporation;
2. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
3. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation."

D. Increase the majority vote by members:

The NFP Act specifies that an ordinary resolution is a simple majority and a special resolution is a two-thirds majority (see subsection 2(1) of the NFP Act). Your corporation can set out a

different majority in its articles, which must be greater than the statutory majorities. The requirements for passage of a resolution to remove a director cannot be increased (see subsection 7(5) of the NFP Act). The following wording could be used:

"In order to effect any (ordinary and/or special) resolution passed at a meeting of members, a majority of not less than _____ per cent of the votes cast by the members who voted in respect of that resolution shall be required."

E. Foreign corporate name

You may want to specify the foreign form of the corporate name. This form of the name may only be used outside Canada (see subsection 11(2) of the NFP Act). The following wording could be used:

"It is hereby provided that the corporation may use and may be equally designated by the following form outside Canada:"

Note: Item 8 of Form 4011 is not to be used to state the English or French form of your corporate name for use inside Canada. The English and/or French forms of your corporate name are set out in Item 1 of Form 4011 – Articles of Continuance (import).

F. Fill a vacancy on the board of directors

The NFP Act allows a quorum of directors to fill a vacancy on the board of directors, but not a vacancy created by an increase in the number of directors or a failure to elect the minimum number of directors specified in the articles (see section 132 of the NFP Act). Alternatively, the articles could specify that only the members can fill a vacancy on the board of directors. If you want to restrict the ability of the board of directors to fill a vacancy, the following wording could be used in the articles:

"Any vacancy on the board of directors shall be filled by a vote of the members."

G. Additional Directors

The NFP Act permits the articles to provide the board of directors with the authority to appoint one or more additional directors between annual meetings, for a term expiring not later than the close of the next annual meeting of members (see subsection 128(8) of the NFP Act). This authority does not apply to filling a vacancy on the board. The number of appointed directors cannot exceed one-third (1/3) of all directors elected at the last annual meeting of members. The following wording can be used in the articles to allow directors to appoint additional directors:

"The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual general meeting of members."

H. Class or group voting by members on amendments to articles

When there is an amendment to the articles, the NFP Act requires members to vote separately as a class or group in cases where the consequences of the amendment would affect the class or group differently from other classes or groups of members. The list of possible consequences is included in subsection 199(1) of the NFP Act. The Act provides an exception to this rule in two specific situations: an exchange, reclassification or cancellation of all or part of the memberships of the class or group; or the creation of a new class or group with rights equal to or superior to the class or group. If your corporation wishes to use this exception, a provision must be included in the articles. The following wording could be used:

"The non-voting members shall not be entitled to vote separately as a class or group on an amendment, or proposal to make an amendment, to:

1. effect an exchange, reclassification or cancellation of all or part of the memberships of such class; or
2. create a new class or group of members having rights equal or superior to those of the non-voting members."

Item 9: Previous Name

If the corporate name is being changed as part of the continuance, indicate the previous name.

Item 10: Details of incorporation

Indicate the date and the jurisdiction under which the corporate was originally created.

If this is not the first continuance for this corporation, indicate the details of any previous continuance, including the date, any name change and the name and provision of the statute under which the continuance was authorized.

Item 11: Declaration

This form must be signed by either a director or an authorized officer of the corporation continuing into the NFP Act. Please print the name and indicate the telephone number of the signatory.

Also Include

- Form 4002 - Initial Registered Office Address and First Board of Directors
- proof of authorization from the exporting jurisdiction
- NUANS Name Search Report, if applicable
- the filing fee.

More Information

For more information, consult: Continuance (import) of a Not-for-profit Corporation or call toll-free (within Canada) 1-866-333-5556 or (from outside Canada) 613-941-9042.

Send documents

By mail:

*Corporations Canada
Jean Edmonds Building
South Tower, 9th floor
365 Laurier Avenue West
Ottawa ON K1A 0C8*

By facsimile: (613) 941-4803

By e-mail: corporationscanada@ic.gc.ca



Canada Not-for-profit Corporations Act (NFP Act)

Form 4013

Articles of Reorganization

1 Corporate name

2 Corporation number

3 In accordance with the court order for reorganization, the corporation's articles are amended as follows:

A The corporation amends its name to:

B The corporation amends the province or territory in Canada where the registered office is situated to:

C The corporation amends the number of directors to: (for a fixed number, indicate the same number in both boxes)

Minimum number

Maximum number

D Other amendments:

4 Declaration

I hereby certify that I am a director or an authorized officer of the corporation.

Signature _____

Print name _____

Phone number () - _____

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

Instructions for Form 4013 - Articles of Reorganization

Notes:

- You are providing information required by the NFP Act. Note that both the NFP Act and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.
- All statutory references are to the Canada Not-for-profit Corporations Act (NFP Act).
- A reorganization must comply with the requirements of section 215.
- If the space available at section 3D is insufficient, please attach a schedule.

3. A: The corporate name must be distinctive and be distinguishable from corporate names used by other organizations or businesses. You must include a valid NUANS Name Search Report unless you would like a numbered name (e.g., 123456 Canada Foundation). Corporations Canada will use the NUANS report to determine whether the name is distinctive and otherwise meets the requirements of the NFP Act. If you would like a numbered name, leave a blank space, followed by the word "Canada" and one of the following prescribed terms: Association, Center, Centre, Foundation, Fondation, Institut, Institute, Society.

C: Every corporation must have at least one director, except a soliciting corporation (i.e., one that receives public donations and/or government grants in excess of \$10,000 in a single financial year). A soliciting corporation must have no fewer than three directors, at least two of whom are not officers or employees of the corporation or its affiliates.

D: Other amendments include changes to:

- the statement of the purpose of the corporation;
- the restrictions on the activities the corporation may carry on;
- the classes, or regional or other groups, of members that the corporation is authorized to establish;
- the statement regarding the distribution of property remaining on liquidation;
- any other provision included in the corporation's articles.

Note: All amendments must indicate clearly which articles or paragraphs or sub-paragraphs of the articles are being amended.

If the corporation is or intends to become a "registered charity" as defined in the *Income Tax Act*, it is strongly recommended that the Charities Directorate of the Canada Revenue Agency (CRA) be consulted at <http://www.cra-arc.gc.ca/charities> or by contacting CRA at: 1-800-267-2384, prior to making a request to Corporations Canada for reorganization to amend these provisions.

4. These articles must be signed by a director or an authorized officer of the corporation.

Also Include

- Copy of the court order;
- Form 4003 - Change of Registered Office Address, if applicable;
- Form 4006 - Changes Regarding Directors, if applicable;
- NUANS Name Search Report, if applicable
- Fees of \$200, payable by credit card (American Express, Visa or Master Card) or by cheque made payable to the Receiver General for Canada.

Reporting Obligations

For information on a corporation's ongoing reporting obligations, consult: www.corporationscanada.ic.gc.ca

More Information

For more information, consult: www.corporationscanada.ic.gc.ca or call toll-free (within Canada) 1-866-333-5556 or (from outside Canada) 613-941-9042.

Send documents

By mail:

*Corporations Canada
Jean Edmonds Building
South Tower, 9th floor
365 Laurier Avenue West
Ottawa ON K1A 0C8*

By facsimile: (613) 941-4803

By e-mail: corporationscanada@ic.gc.ca



Canada Not-for-profit Corporations Act (NFP Act)

Form 4014

Articles of Arrangement

1	Name of the applicant corporation(s)	Corporation No.				
2	Name of the corporation(s) the articles of which are amended, if applicable	Corporation No.				
3	Name of the corporation(s) created by amalgamation, if applicable	Corporation No.				
4	Name of the dissolved corporation(s), if applicable	Corporation No.				
5	Name of the other bodies corporate involved, if applicable	Corporation No. or Jurisdiction				
6	In accordance with the order approving the arrangement, the plan of arrangement attached hereto, involving the above named body(ies) corporate, is hereby effected.					
In accordance with the plan of arrangement, a. ☐ the articles of the corporation(s) indicated in item 2, are amended. If the amendment includes a name change, indicate the change below: b. ☐ the following bodies corporate are amalgamated: c. ☐ the corporation(s) indicated in item 4 is(are) liquidated and dissolved.						
7	I hereby certify that I am a director or an authorized officer of one of the applicant corporations.					
<table style="width: 100%;"><tr><td style="width: 50%;">Print name</td><td style="width: 50%;">Signature</td></tr><tr><td style="border-top: 1px solid black; height: 20px;"></td><td style="border-top: 1px solid black; height: 20px;"></td></tr></table>			Print name	Signature		
Print name	Signature					
Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).						

Instructions for Form 4014 - Clauses of Arrangement

Notes:

- You are providing information required by the NFP Act. Note that both the NFP Act and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.
- All statutory references are to the Canada Not-for-profit Corporations Act (NFP Act).
- This form is to be used to obtain a Certificate of Arrangement once a court has approved the arrangement. The arrangement must comply with the requirements of section 216.
- If the space available is insufficient, please attach a schedule.
- If you require more information in order to complete this form, please consult Corporations Canada.
- A draft of this form should be sent to Corporations Canada prior to final submission.

1. to 4. Indicate the corporate name and corporation number for NFP Act corporations only.

5. Indicate the corporate name and corporation number for NFP Act corporations only. For other bodies corporate, indicate the name and the jurisdiction under which they are governed.

6a. Indicate both the previous corporate name and the new corporate name.

6b. All of the information required on Form 4009 - Articles of Amalgamation should appear clearly in the plan of arrangement as well as in a schedule attached to the Articles of Arrangement.

7. These articles must be signed by a director or an authorized officer of the applicant corporation or of one of the applicant corporations.

Also Include

- a copy of the court order
- the plan of arrangement
- Form 4002 - Initial Registered Office Address and First Board of Directors, Form 4003 - Changes of Registered Office Address and/or Form 4006 - Changes Regarding Directors, if applicable
- NUANS Name Search Report, if applicable
- Fees of \$200, payable by credit card (American Express, Visa or Master Card) or by cheque made payable to the Receiver General for Canada.

More Information

For more information, consult: www.corporationscanada.ic.gc.ca or call toll-free (within Canada) 1-866-333-5556 or (from outside Canada) 613-941-9042.

Send documents

By mail:

*Corporations Canada
Jean Edmonds Building
South Tower, 9th floor
365 Laurier Avenue West
Ottawa ON K1A 0C8*

By facsimile:(613) 941-5781

By e-mail: corporationscanada@ic.gc.ca



Canada Not-for-profit Corporations Act (NFP Act)

Form 4015

Articles of Revival

1 Corporate name

2 Corporation number

3 Interest of the applicant (see instructions)

What you should know about reviving a corporation

A revived corporation is restored as if it had not been dissolved. Therefore, the public record will show the articles of the revived corporation exactly as they were at the time the corporation was dissolved. Changes made while the corporation was dissolved will not be reflected on the public records.

Obligations on Revival

- If the last two **Form 4022 - Annual Returns** have not been filed, file them as soon as possible or the corporation could be dissolved by Corporations Canada for non-compliance as early as 120 days after the date of revival.
- If changes have been made to the information contained in the articles, file **Form 4004 - Articles of Amendment**.
- If there has been a change to the registered office address, file **Form 4003 - Change of Registered Office Address**.
- If there have been changes to the board of directors or to the address of directors, file **Form 4006 - Changes Regarding Directors**.

4 Declaration of the applicant

I hereby certify that this request for revival is intended for legal purposes, in good faith and in the interest of the applicant.

Signature _____

Print name _____

Address _____

Phone number () - _____

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

Instructions for Form 4015 - Articles of Revival

Form 4015: Articles of Revival (PDF, 851 KB)

You are providing information required by the NFP Act. Note that both the NFP Act and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Item 1: Corporate name

Indicate the corporate name.

Item 2: Corporation number

Indicate the corporation number.

The corporation number must be identical to that of the dissolved corporation. The number is located on the certificate of incorporation, amalgamation or continuance. You can also find it using the Corporations Canada online database.

Item 3: Interest of the applicant

Indicate the details of the applicant's interest in the dissolved corporation.

According to the NFP Act, the applicant must be an interested person. Examples of "interested applicants" are:

- members
- directors
- officers
- employees
- creditors
- persons with a contractual relationship with the dissolved corporation
- trustees in bankruptcy
- liquidators.

Item 4: Declaration of the applicant

This form must be signed by the applicant. If the applicant is a company or other incorporated body, indicate the name of the body corporate, its registered office address and the form must be signed by an individual authorized by that company or other incorporated body.

Note: A representative of a member, director, officer, etc. cannot sign the Articles of Revival as a representative. The person signing the articles must have a direct relationship with the dissolved corporation.

Also include

- a NUANS Name Search Report dated not more than ninety (90) days prior to the receipt of the articles by Corporations Canada. A NUANS Name Search Report is not required if the corporation had a number name
- the filing fee

More Information

For more information, consult: Reviving a Not-for-profit Corporation or call toll-free (within Canada) 1-866-333-5556 or (from outside Canada) 613-941-9042.

Send documents

By mail:

*Corporations Canada
Jean Edmonds Building
South Tower, 9th floor
365 Laurier Avenue West
Ottawa ON K1A 0C8*

By facsimile: (613) 941-4803

By e-mail: corporationscanada@ic.gc.ca



Canada Not-for-profit Corporations Act (NFP Act)

Form 4017

Articles of Dissolution

1 Corporate name

2 Corporation number

3 Status of corporation (indicate either A or B, not both)

- A** ☐ I CONFIRM THAT the corporation is not bankrupt or insolvent.
- B** ☐ I CONFIRM THAT the corporation is bankrupt or insolvent but that the trustee/receiver has either been discharged for at least three years or has provided the final report and statement of account to the Superintendent of Bankruptcy at least three years ago.

4 Legislative authority to dissolve the corporation (choose only one option)

- A** ☐ The corporation has never issued any memberships and all the directors have approved the dissolution (subsection 220(1)).
- B** ☐ The corporation has no property or liabilities and the members have approved the dissolution by special resolution (subsection 220(2)).
- C** ☐ The corporation has distributed all of its property and discharged all of its liabilities and the members have approved the dissolution by special resolution (subsection 220(3)).
- D** ☐ The corporation had previously been issued a Certificate of Intent to Dissolve by Corporations Canada and has since distributed all of its property, provided for the payment or the discharge of all of its liabilities and the members have approved the dissolution by special resolution (section 221).

5 Custody of corporate documents and records (identify who will have custody for 6 years after the dissolution date)

Name _____

Occupation _____

Organization _____

Address _____

6 Declaration

I hereby certify that I am a director or an authorized officer of the corporation.

Signature _____

Print name _____

Phone number () _____ - _____

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

Instructions for Form 4017 - Articles of Dissolution

Form 4017: Articles of Dissolution (PDF, 859 KB)

Notes:

1. You are providing information required by the NFP Act. Note that both the NFP Act and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.
2. Form 4017 – Articles of Dissolution cannot be filed at the same time as Form 4019 - Statement of Intent to Dissolve.
3. There is no filing fee to apply for a Certificate of Dissolution.

Item 1: Corporate name

Indicate the corporate name

.

Item 2: Corporation number

Indicate the corporation number. You will find the corporation number on the certificate of incorporation, amalgamation or continuance. You can also find it using the Corporations Canada online database.

Item 3: Status of the corporation

A bankrupt or insolvent corporation can only apply to dissolve three years after the trustee in bankruptcy or receiver has been discharged.

To proceed with dissolution you must confirm that either:

a. the corporation is *not* bankrupt or insolvent;

OR

b. if the corporation is bankrupt or insolvent, it has been at least three years since the trustee in bankruptcy or the receiver has been discharged.

Item 4: Legislative authority to dissolve the corporation

There are four situations in which a corporation can dissolve:

1. the corporation has not commenced activities, has never issued any memberships and has no property or liabilities (subsection 220(1))
2. the corporation has issued memberships, but has never had any property or liabilities (subsection 220(2))
3. the corporation has issued memberships and the disposal of property and the discharge of liabilities has been completed (subsection 220(3))
4. the corporation has issued memberships and has property and/or liabilities to be dealt with (section 221).

Indicate which of the four situations apply to your corporation. You may only choose one.

Note: In order to apply for dissolution under 4D – section 221 – the corporation must have requested and received a Certificate of Intent to Dissolve from Corporations Canada. For more information on applying for a Certificate of Intent to Dissolve see the instructions for Form 4019: Statement of Intent to Dissolve.

Item 5: Custody of corporate documents and records

All dissolving corporations must indicate a person who will have custody of the corporate records for six years after dissolution. If the person, or their contact information, changes within the six years after the dissolution date, Corporations Canada must be advised in writing.

Item 6: Declaration

This form must be signed by either a director or an authorized officer of the corporation. Please print the name and indicate the telephone number of the signatory.

More Information

For more information, consult: Dissolving a Not-for-profit Corporation or call toll-free (within Canada) 1-866-333-5556 or (from outside Canada) 613-941-9042.

Send documents

By mail:

*Corporations Canada
Jean Edmonds Building
South Tower, 9th floor
365 Laurier Avenue West
Ottawa ON K1A 0C8*

By facsimile: (613) 941-4803

By e-mail: corporationscanada@ic.gc.ca

Canada Not-for-profit Corporations Act (NFP Act)

Form 4019

Statement of Intent to Dissolve

1	Corporate name	
2	Corporation number	
3	Status of corporation (indicate either A or B, but not both)	
A	☐ I CONFIRM THAT the corporation is not bankrupt or insolvent.	
B	☐ I CONFIRM THAT the corporation is bankrupt or insolvent but that the trustee/receiver has either been discharged for at least three years or has provided the final report and statement of account to the Superintendent of Bankruptcy at least three years ago.	
4	Legislative authority to dissolve the corporation	
☐	I CONFIRM THAT the members have resolved by special resolution to liquidate and dissolve the corporation in accordance with section 221.	

5	Declaration I hereby certify that I am a director or authorized officer of the corporation. <i>Signature</i> _____ <i>Print name</i> _____ <i>Phone number</i> () - _____

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

Instructions for Form 4019 - Statement of Intent to Dissolve

Form 4019: Statement of Intent to Dissolve (PDF, 617 KB)

Notes:

1. You are providing information required by the NFP Act. Note that both the NFP Act and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.
2. Form 4019 - Statement of Intent to Dissolve cannot be filed at the same time as Form 4017 – Articles of Dissolution.
3. There is no filing fee to apply for a Certificate of Intent to Dissolve.

Item 1: Corporate name

Indicate the corporate name.

Item 2: Corporation number

Indicate the corporation number. You will find the corporation number on the certificate of incorporation, amalgamation or continuance. You can also find it using the Corporations Canada online database.

Item 3: Status of the corporation

A bankrupt or insolvent corporation can only apply to dissolve three years after the trustee in bankruptcy or receiver has been discharged.

To obtain a Certificate of Intent to Dissolve you must confirm that either:

A. the corporation is *not* bankrupt or insolvent;

OR

B. if the corporation is bankrupt or insolvent, it has been at least three years since the trustee in bankruptcy or the receiver has been discharged.

Item 4: Legislative authority to dissolve the corporation

To proceed with a dissolution using Form 4019: Statement of Intent to Dissolve, confirm that the members have approved the liquidation and dissolution of the corporation by special resolution.

Item 5: Declaration

This form must be signed by either a director or an authorized officer of the corporation. Please print the name and indicate the telephone number of the signatory.

When a Certificate of Intent to Dissolve is issued, the corporation must cease to carry on its activities except to the extent needed for the liquidation. It must also:

1. notify creditors of its intent to dissolve
2. give notice of the intent to dissolve in each province in Canada where the corporation was carrying on activities at the time it sent the Statement of Intent to Dissolve to Corporations Canada
3. do all the acts required for the liquidation of property in accordance with the NFP Act and to discharge all the corporation's liabilities
4. distribute the corporation's remaining property among the members according to the articles or the provisions of the NFP Act.

More Information

For more information, consult: [Dissolving a Not-for-profit Corporation](#) or call toll-free (within Canada) 1-866-333-5556 or (from outside Canada) 613-941-9042.

Send documents

By mail:

*Corporations Canada
Jean Edmonds Building
South Tower, 9th floor
365 Laurier Avenue West
Ottawa ON K1A 0C8*

By facsimile: (613) 941-4803

By e-mail: corporationscanada@ic.gc.ca



Canada Not-for-profit Corporations Act (NFP Act)

Form 4020

Statement of Revocation of Intent to Dissolve

1 Corporate name

2 Corporation number

3 Legislative authority to revoke the Intent to Dissolve

☐ **I CONFIRM THAT** the members of the corporation have resolved by special resolution to revoke the Intent to dissolve in accordance with subsection 221(10).

4 Declaration

I hereby certify that I am a director or an authorized officer of the corporation.

Signature _____

Print name _____

Phone number () - _____

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

Instructions for Form 4020 - Statement of Revocation of Intent to Dissolve

Form 4020: Statement of Revocation of Intent to Dissolve (PDF, 841 KB)

Notes:

1. You are providing information required by the NFP Act. Note that both the NFP Act and the Privacy Act allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.
2. Form 4020: Statement of Revocation of Intent to Dissolve can only be filed when a Certificate of Intent to Dissolve has already been issued and the corporation has not yet been dissolved.
3. There is a filing fee to apply for a Statement of Revocation of Intent to Dissolve.

Item 1: Corporate name

Indicate the corporate name.

Item 2: Corporation number

Indicate the corporation number. You will find the corporation number on the certificate of incorporation, amalgamation or continuance. You can also find it using the Corporations Canada online database.

Item 3: Legislative authority to revoke the Intent to Dissolve

A special resolution of the members was required before the Statement of Intent to Dissolve was issued. To now revoke that statement, you must confirm that the members have approved the revocation by special resolution.

Item 4: Declaration

This form must be signed by either a director or an authorized officer of the corporation. Please print the name and indicate the telephone number of the signatory.

More Information

For more information, consult: Dissolving a Not-for-profit Corporation or call toll-free (within Canada) 1-866-333-5556 or (from outside Canada) 613-941-9042.

Send documents

By mail:

*Corporations Canada
Jean Edmonds Building
South Tower, 9th floor
365 Laurier Avenue West
Ottawa ON K1A 0C8*

By facsimile: (613) 941-4803

By e-mail: corporationscanada@ic.gc.ca



Canada Not-for-profit Corporations Act (NFP Act)

Form 4022

Annual Return

1 Corporate name

2 Corporation number

3 Year of filing

4 Date of last annual meeting of members (YYYY-MM-DD)

5 Is the corporation a soliciting corporation ?

☐ Yes ☐ No

IMPORTANT REMINDER

- If there has been a change to the registered office address, file **Form 4003 - Change of Registered Office Address**.
- If there have been changes to the board of directors or to the address of directors, file **Form 4006 - Changes Regarding Directors**.

6 Declaration

I hereby certify that I have relevant knowledge of the corporation, and that I am authorized to sign and submit this form.

Signature _____

Print name _____

Phone number () - _____

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

Instructions for Form 4022 - Annual Return

Form 4022 – Annual Return (PDF, 848 KB)

Notes:

1. You are providing information required by the NFP Act. Note that both the NFP Act and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.
2. Each year every corporation must file an annual return within the 60 days following the corporation's anniversary date. The anniversary date is the date the corporation was incorporated, amalgamated or continued under the NFP Act. It can be found on the corporation's certificate of incorporation, amalgamation or continuance or on the Corporations Canada online database.

Item 1- Corporate name

Indicate the corporate name.

Item 2 – Corporation Number

Indicate the corporation number. You will find the corporation number on your certificate of incorporation, amalgamation or continuance. You can also find it using the Corporations Canada online database.

Item 3 – Year of filing

Indicate the year for which the annual return is being filed. The information provided must be as of the anniversary date for the year for which the annual return is being filed.

Item 4 – Date of last annual meeting of members (YYYY-MM-DD)

Indicate the date of the last annual meeting of members or the date of the last written resolution in lieu of a meeting. A written resolution is a written record of decisions that is signed by all of the members who are entitled to vote.

Item 5 – Is the corporation a soliciting corporation?

A "soliciting corporation" is one that receives public donations and/or government grants in excess of \$10,000 in a single financial year.

Item 6 – Declaration

This form must be signed by an individual who has relevant knowledge of the corporation and who is authorized by the directors. This includes:

- a director of the corporation
- an authorized officer of the corporation
- an authorized agent.

Please print the name and indicate the telephone number of the signatory.

Also Include

- the filing fee.

More Information

For more information on a corporations ongoing reporting obligations, consult: Your Reporting Obligations under the *Canada Not-for-profit Corporations Act* or call toll-free (within Canada) 1-866-333-5556 or (from outside Canada) 613-941-9042.

Send Documents

By mail:

*Corporations Canada
Jean Edmonds Building
South Tower, 9th floor
365 Laurier Avenue West
Ottawa ON K1A 0C8*

By facsimile: (613) 941-4803

By e-mail: corporationscanada@ic.gc.ca

Canada Not-for-profit Corporations Act (NFP Act)

Form 4033

Annual Return - Special Act Corporation

As of March 31st of the year of filing

1	Corporate Name			
2	Corporation number	3	Year of filing	
	 			
4	Date of last annual meeting (YYYY-MM-DD)			
5	Complete address of the registered office (cannot be a post office box)			
	Number and street name			
	City	Province or Territory	Postal code	
6	The following are the members of the board of directors (continue on next page if necessary)			
	First and last name	Residential Address (cannot be a post office box)		

Form 4033
Annual Return - Special Act Corporation
As of March 31st of the year of filing

6 The following are the members of the board of directors (cont'd)

First and last name	Residential Address (cannot be a post office box)

7 Declaration

I hereby certify that I am a director or an authorized officer of the corporation.

Signature _____

Print name _____

Phone number () - _____

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

Instructions for Form 4033 - Annual Return - Special Act Corporation

Notes:

- You are providing information required by the NFP Act. Note that both the NFP Act and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.
- All statutory references are to the Canada Not-for-profit Corporations Act (NFP Act).
- In accordance with section 278, corporations incorporated by special act must file an annual return every year between April 1st and June 1st. The information provided in the annual return must reflect the corporation's situation as of March 31st of the year of filing.
- If the space available at item 6 is insufficient, please attach a schedule.

3. Indicate the year for which the annual return is being filed.

4. Indicate the date of the last annual meeting of members held.

6. Indicate the information for the directors of the corporation as of March 31st in the year of filing.

7. This form must be signed by a director or an authorized officer of the corporation.

Also Include

- Fees of \$40, payable by credit card (American Express, Visa or Master Card) or by cheque made payable to the Receiver General for Canada.

More Information

For more information, consult: www.corporationscanada.ic.gc.ca or call toll-free (within Canada) 1-866-333-5556 or (from outside Canada) 613-941-9042.

Send documents

By mail:

*Corporations Canada
Jean Edmonds Building
South Tower, 9th floor
365 Laurier Avenue West
Ottawa ON K1A 0C8*

By facsimile:(613) 941-4803

By e-mail: corporationscanada@ic.gc.ca

Canada Not-for-profit Corporations Act (NFP Act)

Form 4031

Articles of Continuance (transition)

To be used only for a continuance from the *Canada Corporations Act*, Part II.

1	Current name of the corporation		
2	If a change of name is requested, indicate proposed corporate name		
3	Corporation number	4	The province or territory in Canada where the registered office is situated
5	Minimum and maximum number of directors <i>(for a fixed number, indicate the same number in both boxes)</i>		
	Minimum number		Maximum number
6	Statement of the purpose of the corporation		
7	Restrictions on the activities that the corporation may carry on, if any		

Form 4031
Articles of Continuance (transition)

8 The classes, or regional or other groups, of members that the corporation is authorized to establish

9 Statement regarding the distribution of property remaining on liquidation

10 Additional provisions, if any

11 Declaration

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.

Signature _____

Print name _____

Phone number () - _____

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

Regulatory Impact Analysis Statement

Executive summary

Issue: Currently, Part II of the *Canada Corporations Act* (CCA) regulates federal not-for-profit corporations, but it has not changed substantially since 1917. As a result, it is antiquated and lacks modern corporate governance rules. Bill C-4, *An Act respecting not-for-profit corporations and certain other corporations*, which received Royal Assent June 23, 2009, creates the *Canada Not-for-profit Corporations Act* (NFP Act) to replace the CCA. The new NFP Act provides the not-for-profit sector with rules to support sound governance, and to clarify the roles and responsibilities of directors, members, officers and other interested parties. However, the new Act requires certain details that are set out in these Regulations.

Description: The Regulations set out the detailed rules required by the NFP Act in order to bring it into force. The NFP Act requires the Regulations to specify certain details, including those related to time periods; options for providing notice of members' meetings and absentee voting; and user fees. Final approval of these Regulations will be accompanied by the documents for the Order-in-Council bringing the NFP Act into force. The Canada Not-for-profit Corporations Regulations (NFP Regulations) and the Order-in Council will take effect on the same day.

With respect to the provisions in the Regulations, some are similar to existing Part II of the CCA requirements while others are new or differ significantly from the CCA. The significant changes from the CCA relate to: the definition of "soliciting corporation"; electronic documents; notice of meetings of members; absentee voting; the public accountant and financial review; and user fees.

Cost-benefit statement: The cost-benefit analysis of the Regulations determined that the overall net present value of the Regulations is estimated to be about \$105 million, meaning that the Regulations are expected to generate \$105 million more in benefits than costs over the 10 year period from 2011 to 2020.

Business and consumer impacts: The new NFP Act and Regulations will help eliminate unnecessary regulation and provide flexibility to the not-for-profit sector. It will reduce the regulatory burden and administration requirements on both the sector and the government. It aims to be flexible enough to meet the needs of large and small corporations while providing accountability and transparency.

Issue

Corporations Canada administers federal legislation governing non-financial corporations, both for-profit and not-for-profit, cooperatives and boards of trade. Prior to the *Canada Not-for-profit Corporations Act* (NFP Act) coming into force, a not-for-profit organization wishing to be a federal legal entity was required to incorporate under Part II of the *Canada Corporations Act* (CCA). In total, as of the date the NFP Act came into force, there are approximately 19,000 active corporations incorporated under Part II of the CCA.

Part II of the CCA has not changed substantially since 1917. As a result, it is antiquated and lacks modern corporate governance rules. Its financial disclosure provisions are weak; the duties and responsibilities of directors are ill defined; it does not provide a proper defence against liability; and the ability of members to scrutinize the activities of the corporation is limited. In addition, several issues, including remedies and internal governance, are not addressed directly in the Act, but through administrative policies issued by Corporations Canada.

To replace the CCA, Bill C-4, *An Act respecting not-for-profit corporations and certain other corporations*, was introduced in Parliament and received Royal Assent June 23, 2009, creating the NFP Act. The new NFP Act provides the not-for-profit sector with rules to support sound governance, and to clarify the roles and responsibilities of directors, members, officers and other interested parties. However, the new Act requires certain details that are set out in these Regulations.

Objectives

The objectives of the Regulations are to set out the rules required by the NFP Act to implement a modern corporate governance regime for not-for-profit corporations (NFP corporations). The NFP Act requires the Regulations to specify certain details, including those related to time periods; options for providing notice of members' meetings and absentee voting; and user fees. Final approval of these Regulations will be accompanied by the documents for the Order-in-Council bringing the NFP Act into force. The Canada Not-for-profit Corporations Regulations (NFP Regulations) and the Order-in Council will take effect on the same day.

Description

Currently, there are approximately 19,000 active corporations that are subject to the provisions of Part II of the CCA and that will be required to transition to the new NFP Act. Of the 19,000 about 8000 are registered charities and the remainder includes 18 of the 21 largest airport authorities in Canada; at least 550 small craft harbour commissions; and many national and local community and sporting associations. For these corporations the following are the significant changes from the CCA that are contained in the Regulations, in the order that they appear in the Regulations:

- Corporate Records and Registers;
- Electronic Documents;
- Definition of "soliciting corporation";
- Corporate Names
- Notice of Meetings of Members;
- Absentee Voting;
- Public Accountant and Financial Review; and
- User Fees.

Corporate Records and Registers

The Regulations set out the information required to be kept in the register of members, directors, officers and debt obligation holders. The requirements are similar to the information in the corporate books kept under the CCA, other than the email address. The information includes:

- the name,
- the address,
- the email address, where consent is given to receive information electronically,
- the date the person became associated with the corporation, and
- the date the person ceased to be associated with the corporation.

For members and debt obligation holders, the address would be a business or a residential address. For directors and officers, a residential address is required so that the person can be served with legal papers, if required. It also provides a contact point for the corporation other than the registered office address.

The Regulations also set out the information required to be recorded in a list of members or debt obligation holders (i.e., the name, address, class or group of membership and, for debt obligation holders, the aggregate principal amount of the debt obligation outstanding).

This section establishes two time periods: one for retaining corporate records and one for permitting access to information on members or debt obligation holders. The time periods are similar to those in the CCA.

Electronic Documents

The NFP Act allows for the use of electronic documents and communications in addition to the traditional methods. The Regulations address the manner in which consent to receiving electronic communication may be given (and revoked). They also permit documents to be posted on websites provided the addressee receives notice about the location of the document. However, documents required by the NFP Act to be sent to a specific place, such as a registered office, cannot be posted on a website.

When documents must be sent to several addressees, the Regulations state that the documents must be sent to the addressees at the same time. Documents may also be sent electronically to a specific information system instead of a specific mailing address. Finally, the Regulations clarify that an electronic document is considered to have been received when it enters an information system, such as a server, or when notice is received by the addressee, if made available through a website or other electronic source.

This part of the Regulations does not apply to documents or information sent to or issued by the Director, the government official who will be appointed to administer the NFP Act, in accordance with section 281 of the Act. The Director will specify how information is to be communicated with Corporations Canada.

Definition of “soliciting corporation”

The definition of “soliciting corporation” determines which corporations will be considered as “soliciting” under the Act and, in essence, is aimed at NFP corporations that receive funding, directly or indirectly, through public donations or government grants (e.g., public money). There are 5 issues that are different for soliciting corporations than for non-soliciting corporations, namely:

1. the minimum number of directors (i.e. a minimum of three directors, two of whom are not officers or employees);
2. the prohibition on the use of a unanimous members agreement;
3. the sending of financial statements and public accountant reports, if any, to Corporations Canada;
4. where the assets go on dissolution of the corporation (i.e. to a qualified donee as defined by the *Income Tax Act*); and
5. the requirements for review of financial statements.

According to the definition, a corporation becomes a soliciting corporation if, in a single financial year, the corporation receives more than \$10,000 in gross annual revenues from:

- a) requests for donations or gifts from non-members;
- b) grants or other similar financial assistance received from a government body; or
- c) donations or gifts received from a corporation that in turn would meet the definition of “soliciting corporation”.

The determination of whether a corporation is soliciting or not is based on the date of the financial year-end. If the corporation has income over \$10,000 in a single financial year from a public source, it will become a soliciting corporation, but the commencement date for soliciting corporation status only takes effect at its next annual meeting of members. It will only cease to be a soliciting corporation, if it does not receive more than \$10,000 in public money in any of the following 3 years. The soliciting status would end as of the third annual meeting of members following the annual meeting at which it became a soliciting corporation. If the corporation receives public money in a future financial year, the 3-year time period for being a soliciting corporation would start again.

Corporate Names

While the Regulations are worded differently than the corporate name regulations in the CCA regulations, the effect will be the same. The objective of the wording changes is to make the Regulations clearer and easier to read while resolving any difficulties with the drafting language used in older versions.

Notice of Meetings of Members

The Regulations set out four options for providing notice of a meeting of members, with the option or options chosen by members being set out in the by-laws. If the by-laws do not include

a valid option, there is a statutory default of sending (i.e. mailing by Canada Post or personal delivery) a notice to each member, between 21 and 60 days before the meeting. Each option also includes the time period for providing notice. The four options for providing notice are:

1. sent by mail, courier or personal delivery, between 21 and 60 days before the meeting;
2. communicated by telephone or other electronic communication means, between 21 and 35 days before the meeting;
3. affixed to a notice board not less than 30 days before the meeting; and
4. if a corporation has more than 250 members, communicated via a publication:
 - a. at least once a week for three weeks prior to the meeting if using a newspaper; or
 - b. between 21 and 60 days if using a publication of the corporation that is distributed to members.

This section also requires that a notice of the meeting be sent (i.e. mailing by Canada Post or personal delivery) to the public accountant and directors of the corporation between 21 and 60 days before the meeting.

Absentee Voting

The Regulations set out three options for absentee voting for corporations wishing to permit it. The members choose the option or options, which are then set out in the by-laws of the corporation. Each option also sets out the criteria for using that option. The options for absentee voting are:

1. voting by proxy with requirements for the form of proxy set out in the Regulations;
2. voting by mailed-in ballots, provided the corporation has a system to allow votes to be verified that does not identify the member voting in the tally presented to the corporation; and
3. voting by telephone or other electronic means, provided the corporation has a system to allow votes to be verified that does not identify the member voting in the tally presented to the corporation.

Public Accountant and Financial Review

This section describes the levels of financial review (i.e. audit engagement, review engagement or none) that are permitted for each type of corporation. For some corporations, the members choose the level that will apply.

- For non-soliciting corporations with gross annual revenues less than \$1 million, the members may choose: not to appoint a public accountant; leave the level of review at the default of a review engagement; or raise the level of review to an audit engagement.
- For a non-soliciting corporation with gross annual revenues of \$1 million or more, the members have no choice other than an audit engagement.
- For soliciting corporations with gross annual revenues of less than \$50,000, members can choose: not to appoint a public accountant; leave the level of review at the default of a review engagement; or raise the level of review to an audit engagement.

- For soliciting corporations with gross annual revenues between \$50,000 and \$250,000, the members can leave the level of review at the default of an audit engagement or lower the level of review to a review engagement.
- For soliciting corporations with gross annual revenues of more than \$250,000, the members have no choice other than an audit engagement.

Type of Corporation	Gross Annual Revenues	May Dispense with Public Accountant	Review Engagement	Audit
soliciting	less than \$50K	yes	default	optional
soliciting	between \$50K and \$250K	no	optional	default
soliciting	more than \$250K	no	N/A	mandatory
non-soliciting	less than \$1M	yes	default	optional
non-soliciting	more than \$1M	no	N/A	mandatory

User Fees

The fees set out in the Regulations were established in accordance with the *User Fees Act* process. As required, the fee proposal was tabled in Parliament. Following its examination of the proposal, the Banking, Trade and Commerce committee recommended to the Senate approval of the fees. The Industry, Science and Technology Committee (INDU) recommended to the House of Commons approval of the fees after the expiration of 20 sitting days following the tabling in the House of Commons in accordance with the User Fees Act.

The fees under the new Act are the same as the fees charged under the *Canada Business Corporations Act* (CBCA). The services to be provided under the Act are similar to those under the CBCA, which fees are already at a level that, overall, complies with Treasury Board guidelines on establishing user fees.

It should be noted that the total revenue from the fees will not recover fully the costs of administering the NFP Act. This is because several CBCA fees are not at a level to provide full cost recovery of those services, since to do so would have a detrimental impact on the accessibility of the service. This same rationale applies to NFP Act services. Since the fee level suggested by the cost estimates would be prohibitively high for the not-for-profit community, it was determined to charge the lower fee that is set out in the fee schedule under the CBCA. An example is the fee for exemptions, where cost estimates suggested a fee level almost 20 times higher than the CBCA fee for exemptions. This fee level would significantly limit requests for exemptions, effectively denying the benefits to many not-for-profit corporations. Similarly, the annual return fee is set at the same level as the CBCA annual return fee even though cost estimates suggest charging a higher fee.

The fees should not have a significant impact for not-for-profit corporations since the fees for the high volume services - incorporation and filing of annual returns - are only slightly higher than the fees for letters patent and filing of annual summaries under the *Canada Corporations Act* (CCA). As soon as an online filing option is offered for these two services, the fees will be the same or lower when submitted electronically.

The service standards associated with the user fees under the NFP Act will greatly benefit federal not-for-profit corporations. Applications will be processed within 5 business days instead of 20 business days under the CCA.

Regulatory and non-regulatory options considered

Non-regulatory options were not considered because the NFP Act requires details to be set out in Regulations.

Since the NFP Act is modeled on the CBCA, many of the regulations are modeled on the *Canada Business Corporations Regulations, 2001* (e.g., time periods, content of corporate records, electronic documents regulations, exemption provisions). Other provisions, such as the corporate name granting provisions, are based on the CCA rules, which have received no major complaints.

In the case of provisions that are unique to the NFP Act, consideration was given to comments made during three rounds of cross country consultations undertaken as part of the development of Bill C-4; the equivalent provisions in the not-for-profit laws of other jurisdictions (e.g., Saskatchewan *The Non-profit Corporations Act, 1995*); and the current practices of corporations subject to Part II of the CCA. For example, options for absentee voting were developed based on the methods that are currently in the by-laws of NFP corporations.

Benefits and costs

From a cost-benefit analysis (CBA) perspective, three areas of the NFP Regulations were determined to have the greatest impacts on stakeholders and were thus the focus of the analysis: (1) public accountant and financial review; (2) definition of soliciting corporation, and (3) user fees.

Public Accountant and Financial Review

Certain provisions in the NFP Regulations will require some corporations to hire an auditor and/or conduct a more thorough financial review than may currently be the case. For some NFP corporations that do not now use a qualified auditor and/or are doing either a minor or no financial review, an increase in costs can be anticipated per NFP corporation (in 2010 dollars), as follows:

- *Soliciting NFP corporations* with revenues greater than \$250K that did not conduct audits in the past (10%) are expected to incur additional annual audit costs of about \$5,400.
- For those with revenues less than \$50K (35%), the costs could be about \$875.
- For those with revenues from \$50K to \$250K (15%), the costs could be \$2,327.
- *Non-soliciting NFP corporations* with revenues greater than \$1M that did not conduct audits in the past (3%) are expected to incur additional annual audit costs of about \$11,850.

- For those with revenues less than \$1M (20%), the costs could be about \$3,754.

Total incremental costs for public accountants and financial reviews over the 10 year period from 2011 to 2020 are estimated to be about \$70 million.

Other potential costs include higher costs for Corporations Canada resulting from the additional work required to address requests for exemptions from the definition of 'soliciting corporation' and possible increases in complaints, the latter the result of more information on NFP corporations being made available to the public. Potential donors to NFP corporations may face the prospect that an increased portion of their donations would be required to fund higher administration costs for NFP corporations. Also, if NFP corporations have to pay higher administrative costs, they may have fewer resources to provide their services. Finally, individuals who are members of an NFP corporation may face higher membership fees to cover increased administration costs.

There are, however, benefits flowing from the Public Accountant and Financial Review provisions in terms of reduced costs for some NFP corporations. These were estimated as follows:

- *Soliciting NFP corporations* with revenues less than \$50K that conducted audits only (40%) could reduce their annual costs per corporation by \$875;
- Those with revenues from \$50K to \$250K that conducted audits only (65%) could similarly reduce their annual costs per corporation by about \$2,300; and
- *Non-soliciting NFP corporations* with revenues less than \$1M that conducted audits only (60%) could similarly reduce their annual costs per corporation by about \$3,750.

Total benefits from these lower costs for public accounting and financial reviews (2011-2020) are estimated at about \$170 million.

For its part, Corporations Canada is expected to receive fewer complaints regarding access to information about NFP corporations because of improved and clearer access rules.

Members of the public, especially donors, will benefit from more information about NFP corporations, which should increase the credibility of, and confidence in, the not-for-profit sector. The value of this benefit would be captured in potentially increased donations to NFP corporations. Members of NFP corporations will also benefit from access to more and better information about the finances of NFP organizations. Greater financial accountability under the NFP Act and NFP Regulations could lower risks of fraud and money laundering. If the anticipated increased confidence in the system leads to higher donations and more services, individuals who are beneficiaries of activities should benefit.

With the anticipated increased number of audits and/or review engagements and the regulatory requirement for an auditor with a provincial license, the accounting industry should benefit from more business. However, increased business to the accounting industry could be offset by a

possible reduction in business for tax preparers and bookkeepers. There may also be additional business for lawyers/notaries/consultants to assist NFP corporations in interpreting the new regulatory requirements.

Definition of "Soliciting Corporation"

Soliciting corporations are those corporations that receive public money, directly or indirectly, from public donations or grants from a government. A soliciting corporation is defined as one receiving income over \$10,000 in a financial year from a public source. NFP corporations that are soliciting prior to the coming-into-force of the Regulations will incur some costs, mainly related to sending financial statements to Corporations Canada. Costs for soliciting NFP corporations to collate and send financial statements to Corporations Canada were estimated to be \$48 annually for each soliciting corporation – about \$3.9 million in total for the 10 year period from 2011 to 2020.

Other costs could include potential "switching" costs - a function of the number of NFP organizations that switch from non-soliciting to soliciting (increased costs to government as indicated above), and vice-versa (decreased costs to government) – but these may offset each other. Other costs could accrue to the Canada Revenue Agency, Charities Directorate (costs to communicate information on the impact of the new Act). These costs have not been quantified in the analysis.

NFP organizations that are soliciting funds prior to the Regulations being implemented will benefit from more accountability and from a potentially improved level of confidence in the sector. NFP organizations that are non-soliciting prior to the Regulations being implemented could potentially see reduced administration costs, as the new Act requires one director instead of the current three. There may also be savings for non-soliciting organizations in terms of financial review costs, as discussed under *Public Accountant and Financial Review* section above.

While not quantifiable, there are expected to be benefits in terms of additional safeguards and more accountability for NFP corporations that could thwart financial improprieties (i.e. access to financial statements, list of directors, etc.)

User Fees

User fees are expected to increase costs to NFP corporations as compared to the existing fees charged to NFP corporations under the CCA. The increase is primarily due to new services that are not available under the CCA. The total incremental cost will be about \$380,000 a year for the 10-year period from 2011 to 2020.

According to estimates for 2010-2011, the cost to the government of administering the new NFP Act and NFP Regulations will be an estimated \$1.3 million less than the cost of administering the existing CCA requirements, so the net impact on government will be a benefit of about \$380,000 per year from additional fee revenues, as well as reduced costs of about \$1.3 million per year.

Under the more exacting requirements that the new Regulations impose on Corporations Canada, it is expected that user fees will help to ensure timely service - applications will be processed within 5 business days instead of 20 business days under the CCA.

Summary CBA Table

Overall net present value of the regulatory proposal is estimated to be about \$105 million, meaning that the Regulations are expected to generate \$105 million more in benefits than costs over the 10 year period from 2011 to 2020.

		Base Year (2010)	First Year (2011)	...	Final Year (2020)	Total (PV)	Average Annual
A. Quantified Impacts in 2010 \$ millions (Discount rate of 8%)							
Benefits	Soliciting NFPs	\$6.3	\$5.9		\$5.9	\$39.5	\$5.9
	Non-Soliciting NFPs	\$19.6	\$19.5		\$18.9	\$129.2	\$19.2
	Federal Government	\$1.7	\$1.7		\$1.7	\$11.4	\$1.7
	Total	\$27.6	\$27.2		\$26.5	\$180.3	\$26.8
Costs	Soliciting NFPs	\$4.2	\$4.3		\$4.3	\$28.8	\$4.3
	Non-Soliciting	\$7.3	\$7.0		\$6.9	\$46.7	\$7.0
	Total	\$11.2	\$11.3		\$11.2	\$75.5	\$11.3
Net Benefits (for the period 2011 to 2020)						\$104.8	\$15.6
B. Quantified Impacts in Non-\$							
None estimated							
C. Qualitative Impacts							
- Overall increase in public confidence in not-for-profit sector which may lead to more donations/funding, and more services to the public from the not-for-profit sector - Potential reduction in financial fraud							

A sensitivity analysis was undertaken to evaluate the effect on the overall results of various assumptions made in the analysis. Overall, varying the underlying assumptions in the CBA model had no effect on the conclusions of the analysis, indicating that the CBA model results are robust.

Rationale

The Regulations allow the NFP Act to come into force by providing the details required by the regime. The cost-benefit analysis concludes that the benefits of the Regulations outweigh the costs by approximately \$1 million. The Regulations with the NFP Act provides the federal not-for-profit sector with a modern corporate governance regime that offers flexibility to meet the needs of large and small organizations while providing accountability and transparency.

Consultation

The Regulations were posted on Corporations Canada's website and were given to Members of Parliament during their committee deliberations. Comments received either directly by

Corporations Canada or recorded during hearings on the Bill were considered during the drafting of the Regulations.

In accordance with the *User Fees Act* process, consultation on the fees was held from January 4 to February 5, 2010, and resulted in two comments being received. The first response stated that the fees, costing methodology and service standards were fair and reasonable. The second response also supported the fee proposal and service standards.

From June 25 to October 1, 2010 consultations were held on the Regulations. A notice inviting interested persons to provide comments was published on the Corporations Canada website and sent electronically to Corporations Canada clients who registered to receive email notifications. Comments were received from four individuals or organizations.

Generally, commentators were supportive of the NFP Act and its Regulations. They recognized the many positive features in the Act and the efforts to reduce administrative burden on both corporations and Industry Canada. Only two of the commentators made suggestions for specific changes to the Regulations. The following are the main substantive comments along with the responses:

- Comment: Audits should not be required because they are unusually onerous and expensive and the harms addressed in the for-profit rules of audit do not correspond to the deliverables under a not-for-profit audit report.
Response: The requirement to conduct a financial review of a corporation's financial statements (audit or review engagement) is set in the statute. The Regulations cannot remove this requirement.
- Comment: Support was given to Corporations Canada's efforts on outreach and education. Suggested topics that should be addressed in those materials include a clear explanation of the definition of "soliciting corporation", the election of directors, proxy rules and the transition process.
Response: Clear communication is important and Corporations Canada is cognizant of developing information products that are user-friendly and will work with the commentator and others, where appropriate, on outreach related to the transition.
- Comment: Suggestions with respect to wording of specific provisions. Specifically, it was suggested to replace "receiving information or documents by electronic means" in paragraph 2(1)(c) with "the use of this information in accordance with the provisions of the Act" Another suggestion was for words to be added to change the provisions related to proxies.
Response: In both cases, neither suggestion was adopted. The current wording in paragraph 2(1)(c) is more specific and less ambiguous than the suggested wording. As for the proxy provisions, the current wording reflects the current standard corporate law provision and making changes could lead to confusion.
- Comment: Move the effective date for the definition of "soliciting corporation" from the date of the annual meeting of members to 6 months after the financial year end in order to allow the corporation time to make any required adjustments to its corporate structure.
Response: The required changes to the corporate structure (i.e. a minimum of three directors at least two of whom are not officers or employees and the statement concerning

the distribution of property remaining on liquidation) require the vote of the members, which generally occurs at the annual meeting of members. Corporations could be in default of the Act if the effective date was other than the date of the annual meeting of members. No changes have been made to the Regulations.

- Comment: The \$10,000 limit in the definition of “soliciting corporation” be raised to \$50,000. While no evidence of potential harm was provided with the \$10,000 limit, one commentator stated that the limit was too low and raising it “would reduce the possibility of modest-size corporations becoming soliciting corporations, and being subject to the resulting compliance obligations and their attendant costs”. The other stated that triggering more onerous accounting and financial reporting obligations at this level of contributions will be a problem for smaller organizations because of the higher administrative costs with which they will be saddled.

Response: The principle behind the requirements for soliciting corporations is that all corporations that receive public money, whether through public donations or government grants, should be subject to more stringent corporate governance and financial disclosure requirements as part of the need for greater transparency and accountability. Previous bills had definitions of “soliciting corporation” that captured any corporation receiving public money. Following comments received on those bills, a minimum threshold of \$10,000 was introduced to relieve corporations that receive little public money from the soliciting corporation requirements. The cost-benefit analysis indicates that the benefits for small soliciting corporations would outweigh the costs. No change has been made to the Regulations.

- Comment: The \$50,000 and \$250,000 thresholds for financial reviews should be raised to \$250,000 and \$500,000, respectively. Neither commentator provided evidence of harm justifying the need for an increase in the current threshold levels.

Response: The issue of the thresholds was raised before the House of Commons Industry Committee during their consideration of the NFP Act and Regulations. The Committee did not suggest any changes to the threshold levels. The cost benefit analysis indicates that there would be a net benefit for NFP corporations in the financial review provisions with the current threshold levels. No changes have been made to the Regulations.

Following the pre-publication of the Regulations in the Canada Gazette, Part 1 for 30 days beginning on February 26, 2011, two comments were received:

- Comment: The levels of support required for resubmitting a defeated member proposal at a future members’ meeting are so low as to be almost ineffective as a deterrent to members unable to build the support they are seeking.

Response: The thresholds prescribed in the Regulations match those found in the existing corporate law regimes of both Canada and the United States, on which they are based. No change has been made to the Regulations.

- Comment: The requirement for a member to consent in writing to the receiving of electronic communication from the corporation is too restrictive and excludes electronic consent.

Response: The consent can be electronic. Section 268 of the NFP Act states that any requirement under the Act or the Regulations that requires information to be created in writing is satisfied by the creation of an electronic document as long as the information in

the electronic document is accessible so as to be usable for subsequent reference. No change has been made to the Regulations.

While the consultations did not result in a change, the Regulations include an additional provision to establish the record date for the determination of members entitled to vote at a meeting when there is only a record date for the determination of members entitled to receive notice of the meeting. This provision was inadvertently missed. The Regulations now include a provision to the effect that the prescribed period for purpose of subparagraph 161(2)b(i) is 10 days.

Implementation, enforcement and service standards

The NFP Act and Regulations will be implemented simultaneously through a comprehensive outreach strategy that includes training and educating key representatives of the legal and not-for-profit communities as well as other government officials. It will be supported by a full complement of policies, pamphlets and other documents, available by paper and on the Corporations Canada website, that will inform and assist those who are affected by the new legislation. Existing corporations will have three years to transition to the new Act.

The NFP Act, like other modern corporate statutes, is designed to be primarily self-enforcing in nature. It provides members and other stakeholders with direct access to many previously unavailable remedies, such as the oppression remedy, derivative action and compliance orders. Members and stakeholders of not-for-profit corporations are generally considered to be in the best position to initiate and pursue these remedies because they have first-hand knowledge of the issues. Affected parties, therefore, will be encouraged to resolve internal disputes through means available to them and not through the use of public funds, which is consistent with the federal government's responsibility to ensure that public funds are used appropriately. It should be noted, however, that the Director appointed under the NFP Act has the discretion to act in extraordinary cases that impact the greater public interest. This discretion will be exercised based on the consideration of such factors as seriousness of conduct, deterrence, and clarification of case law and availability of other remedies.

With regard to the new filing requirements under the NFP Act and Regulations, Corporations Canada will encourage voluntary compliance, which is the most efficient and effective way to administer a corporate law regime. This will be done through education, user-friendly filing services and assistance. Voluntary compliance will be supplemented by initiatives that seek to identify and correct non-compliance, including examination and audits of corporate files. No additional resources will be required.

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CANADA

CONSOLIDATION

CODIFICATION

Canada Not-for-profit Corporations Act

Loi canadienne sur les organisations à but non lucratif

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L.C. 2009, ch. 23

Current to October 31, 2011

À jour au 31 octobre 2011

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OFFICIAL STATUS
OF CONSOLIDATIONS

CARACTÈRE OFFICIEL
DES CODIFICATIONS

Subsections 31(1) and (2) of the *Legislation Revision and Consolidation Act*, in force on June 1, 2009, provide as follows:

Les paragraphes 31(1) et (2) de la *Loi sur la révision et la codification des textes législatifs*, en vigueur le 1^{er} juin 2009, prévoient ce qui suit :

Published
consolidation is
evidence

31. (1) Every copy of a consolidated statute or consolidated regulation published by the Minister under this Act in either print or electronic form is evidence of that statute or regulation and of its contents and every copy purporting to be published by the Minister is deemed to be so published, unless the contrary is shown.

31. (1) Tout exemplaire d'une loi codifiée ou d'un règlement codifié, publié par le ministre en vertu de la présente loi sur support papier ou sur support électronique, fait foi de cette loi ou de ce règlement et de son contenu. Tout exemplaire donné comme publié par le ministre est réputé avoir été ainsi publié, sauf preuve contraire.

Codifications
comme élément
de preuve

Inconsistencies
in Acts

(2) In the event of an inconsistency between a consolidated statute published by the Minister under this Act and the original statute or a subsequent amendment as certified by the Clerk of the Parliaments under the *Publication of Statutes Act*, the original statute or amendment prevails to the extent of the inconsistency.

(2) Les dispositions de la loi d'origine avec ses modifications subséquentes par le greffier des Parlements en vertu de la *Loi sur la publication des lois* l'emportent sur les dispositions incompatibles de la loi codifiée publiée par le ministre en vertu de la présente loi.

Incompatibilité
— lois

NOTE

This consolidation is current to October 31, 2011. The last amendments came into force on October 17, 2011. Any amendments that were not in force as of October 31, 2011 are set out at the end of this document under the heading “Amendments Not in Force”.

NOTE

Cette codification est à jour au 31 octobre 2011. Les dernières modifications sont entrées en vigueur le 17 octobre 2011. Toutes modifications qui n'étaient pas en vigueur au 31 octobre 2011 sont énoncées à la fin de ce document sous le titre « Modifications non en vigueur ».

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S.C. 2009, c. 23

L.C. 2009, ch. 23

An Act respecting not-for-profit corporations
and certain other corporations

Loi régissant les organisations à but non
lucratif et certaines personnes morales

[Assented to 23rd June 2009]

[Sanctionnée le 23 juin 2009]

Her Majesty, by and with the advice and
consent of the Senate and House of Commons
of Canada, enacts as follows:

Sa Majesté, sur l'avis et avec le consente-
ment du Sénat et de la Chambre des communes
du Canada, édicte :

SHORT TITLE

TITRE ABRÉGÉ

Short title

1. This Act may be cited as the *Canada Not-for-profit Corporations Act*.

1. *Loi canadienne sur les organisations à but non lucratif*.

Titre abrégé

PART 1

PARTIE 1

INTERPRETATION AND APPLICATION

DÉFINITIONS ET APPLICATION

INTERPRETATION

DÉFINITIONS ET INTERPRÉTATION

Definitions

2. (1) The following definitions apply in this Act.

2. (1) Les définitions qui suivent s'appliquent à la présente loi.

Définitions

“activities”
« activité »

“activities” includes any conduct of a corporation to further its purpose and any business carried on by a body corporate, but does not include the affairs of a body corporate.

« activité » S'entend notamment de tout acte accompli par l'organisation et visé par sa déclaration d'intention et de toute activité commerciale de la personne morale. Sont exclues les affaires internes de celle-ci.

« activité »
“activities”

“affairs”
« affaires
internes »

“affairs” means the relationships among a corporation, its affiliates and the directors, officers, shareholders or members of those bodies corporate.

« administrateur » Indépendamment de son titre, le titulaire de ce poste.

« administra-
teur »
“director”

“articles”
« statuts »

“articles” means original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, dissolution or revival.

« affaires internes » Les relations entre l'organisation, les personnes morales appartenant au même groupe et leurs membres, actionnaires, administrateurs et dirigeants.

« affaires
internes »
“affairs”

“body
corporate”
« personne
morale »

“body corporate” includes a company or other organization with legal personality wherever or however incorporated.

« assemblée » Assemblée de membres.

« assemblée »
French version
only

“corporation”
« organisation »

“corporation” means a body corporate incorporated or continued under this Act and not discontinued under this Act.

« convention unanime des membres » Convention visée au paragraphe 170(1). Y est assimilée la déclaration d'un membre visée au paragraphe 170(2).

« convention
unanime des
membres »
“unanimous
member
agreement”

“court” « tribunal »	“court” means (a) in Newfoundland and Labrador and Prince Edward Island, the trial division of the Supreme Court of the province; (b) in Ontario, the Superior Court of Justice; (c) in Nova Scotia and British Columbia, the Supreme Court of the province; (d) in Manitoba, Saskatchewan, Alberta and New Brunswick, the Court of Queen’s Bench for the province; (e) in Quebec, the Superior Court of the province; and (f) in Yukon and the Northwest Territories, the Supreme Court of the territory, and in Nunavut, the Nunavut Court of Justice.	« créancier » S’entend notamment du détenteur de titre de créance.	« créancier » “creditor”
		« directeur » Personne physique nommée à ce titre en vertu de l’article 281.	« directeur » “Director”
		« dirigeant » Personne physique qui occupe le poste de président du conseil d’administration, président, vice-président, secrétaire, trésorier, contrôleur, chef du contentieux, directeur général ou administrateur délégué d’une organisation ou qui exerce pour celle-ci des fonctions semblables à celles qu’exerce habituellement une personne physique occupant un tel poste ainsi que toute autre personne physique nommée à titre de dirigeant en application de l’article 142.	« dirigeant » “officer”
		« émetteur » S’entend de l’organisation que la présente loi oblige à tenir un registre de titres de créance.	« émetteur » “issuer”
“creditor” « créancier »	“creditor” includes a debt obligation holder.		
“debt obligation” « titre de créance »	“debt obligation” means a bond, debenture, note or other evidence of indebtedness or guarantee of a corporation, whether secured or unsecured.	« entité » Personne morale, société de personnes, fiducie, coentreprise ou association ou autre organisation non dotée de la personnalité morale.	« entité » “entity”
“Director” « directeur »	“Director” means an individual appointed under section 281.	« envoyer » A également le sens de remettre.	« envoyer » “send”
“director” « administrateur »	“director” means an individual occupying the position of director by whatever name called.	« expert-comptable » L’expert-comptable de l’organisation qui est nommé en vertu de l’alinéa 127(1)e) ou des paragraphes 181(1) ou 186(1) ou qui remplit une vacance en application des paragraphes 184(2) ou 185(1).	« expert-comptable » “public accountant”
“entity” « entité »	“entity” means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization.	« extraordinaire » Se dit de la résolution qui est adoptée aux deux tiers au moins des voix exprimées.	« extraordinaire » “special resolution”
“incorporator” « fondateur »	“incorporator” means a person who signs articles of incorporation.	« fondateur » Signataire des statuts constitutifs d’une organisation.	« fondateur » “incorporator”
“issuer” « émetteur »	“issuer” means a corporation that is required by this Act to maintain a debt obligations register.	« ordinaire » Se dit de la résolution qui est adoptée à la majorité des voix exprimées.	« ordinaire » “ordinary resolution”
“officer” « dirigeant »	“officer” means an individual appointed as an officer under section 142, the chairperson of the board of directors, the president, a vice-president, the secretary, the treasurer, the comptroller, the general counsel, the general manager or a managing director of a corporation, or any other individual who performs functions for a corporation similar to those normally performed by an individual occupying any of those offices.	« organisation » Personne morale constituée ou prorogée sous le régime de la présente loi et qui n’a pas changé de régime en application de celle-ci.	« organisation » “corporation”
		« organisation ayant recours à la sollicitation » Organisation visée au paragraphe (5.1).	« organisation ayant recours à la sollicitation » “soliciting corporation”
“ordinary resolution” « ordinaire »	“ordinary resolution” means a resolution passed by a majority of the votes cast on that resolution.	« personne » Personne physique ou entité.	« personne » “person”

“person” « <i>personne</i> »	“person” means an individual or entity.	« <i>personne morale</i> » Groupement, y compris toute compagnie, doté de la personnalité juridique, quel que soit son lieu ou mode de constitution.	« <i>personne morale</i> » “ <i>body corporate</i> ”
“personal representative” « <i>représentant personnel</i> »	“personal representative” means a person who stands in place of and represents another person, including a trustee, an executor, an administrator, a receiver, an agent, a mandatary, a liquidator of a succession, a guardian, a tutor, a curator or a legal counsel.	« <i>représentant personnel</i> » Personne agissant pour le compte d’une autre, notamment le fiduciaire, l’exécuteur testamentaire, l’administrateur du bien d’autrui, le liquidateur de succession, le tuteur, le curateur, le séquestre, le mandataire ou le conseiller juridique.	« <i>représentant personnel</i> » “ <i>personal representative</i> ”
“prescribed” <i>Version anglaise seulement</i>	“prescribed” means prescribed by the regulations.		
“public accountant” « <i>expert-comptable</i> »	“public accountant”, in respect of a corporation, means the public accountant appointed for the corporation under paragraph 127(1)(e) or subsection 181(1) or 186(1) or who fills a vacancy under subsection 184(2) or 185(1).	« <i>série</i> » Subdivision d’une catégorie de titres de créance.	« <i>série</i> » “ <i>series</i> ”
“send” « <i>envoyer</i> »	“send” includes deliver.	« <i>statuts</i> » Les statuts constitutifs, initiaux ou mis à jour, ainsi que les clauses de modification, les statuts de fusion, les statuts de prorogation, les clauses de réorganisation, les clauses d’arrangement, les statuts de reconstitution et les clauses de dissolution de l’organisation.	« <i>statuts</i> » “ <i>articles</i> ”
“series” « <i>série</i> »	“series” means a division of a class of debt obligations.	« <i>titre de créance</i> » Toute preuve d’une créance sur l’organisation ou d’une garantie donnée par elle, avec ou sans sûreté, notamment une obligation, une débenture ou un billet.	« <i>titre de créance</i> » “ <i>debt obligation</i> ”
“soliciting corporation” « <i>organisation ayant recours à la sollicitation</i> »	“soliciting corporation” means a corporation that is referred to in subsection (5.1).	« <i>tribunal</i> » Selon le cas :	« <i>tribunal</i> » “ <i>court</i> ”
“special resolution” « <i>extraordinaire</i> »	“special resolution” means a resolution passed by a majority of not less than two thirds of the votes cast on that resolution.	a) la Section de première instance de la Cour suprême de Terre-Neuve-et-Labrador ou de l’Île-du-Prince-Édouard;	
“unanimous member agreement” « <i>convention unanime des membres</i> »	“unanimous member agreement” means an agreement described in subsection 170(1) or a declaration of a member described in subsection 170(2).	b) la Cour supérieure de justice de l’Ontario;	
		c) la Cour suprême de la Nouvelle-Écosse ou de la Colombie-Britannique;	
		d) la Cour du Banc de la Reine du Manitoba, de la Saskatchewan, de l’Alberta ou du Nouveau-Brunswick;	
		e) la Cour supérieure du Québec;	
		f) la Cour suprême du Yukon, la Cour suprême des Territoires du Nord-Ouest ou la Cour de justice du Nunavut.	
Affiliated bodies corporate	(2) For the purposes of this Act, (a) one body corporate is the affiliate of another body corporate if one of them is the subsidiary of the other or both are subsidiaries of the same body corporate or each of them is controlled by the same person; and (b) if two bodies corporate are affiliates of the same body corporate at the same time, they are deemed to be affiliates of each other.	(2) Pour l’application de la présente loi : a) appartiennent au même groupe les personnes morales dont l’une est la filiale de l’autre, qui sont des filiales de la même personne morale ou qui sont sous le contrôle de la même personne; b) sont réputées appartenir au même groupe les personnes morales qui appartiennent au groupe d’une même personne morale.	Groupe

Control	(3) For the purposes of this Act, a body corporate is controlled by a person or by two or more bodies corporate if (a) shares or memberships of the body corporate to which are attached more than 50 per cent of the votes that may be cast to elect directors of the body corporate are held, other than by way of security only, by or for the benefit of that person or by or for the benefit of those bodies corporate; and (b) the votes attached to those shares or memberships are sufficient, if exercised, to elect a majority of the directors of the body corporate.	(3) Pour l'application de la présente loi, on le contrôle d'une personne morale la personne ou les personnes morales qui détiennent, directement ou indirectement, autrement qu'à titre de garantie seulement, des actions ou des adhésions conférant plus de cinquante pour cent du maximum possible des voix à l'élection des administrateurs de la personne morale ainsi que des droits de vote dont l'exercice permet d'élire la majorité des administrateurs de la personne morale.	Contrôle
Holding body corporate	(4) A body corporate is the holding body corporate of another if that other body corporate is its subsidiary.	(4) La personne morale qui a pour filiale une autre personne morale est sa personne morale mère.	Personne morale mère
Subsidiary body corporate	(5) A body corporate is a subsidiary of another body corporate if (a) it is controlled by (i) that other body corporate, (ii) that other body corporate and one or more bodies corporate each of which is controlled by that other body corporate, or (iii) two or more bodies corporate each of which is controlled by that other body corporate; or (b) it is a subsidiary of a body corporate that is itself a subsidiary of that other body corporate.	(5) Une personne morale est la filiale d'une autre personne morale dans les cas suivants : a) elle est contrôlée, selon le cas : (i) par l'autre personne morale, (ii) par l'autre personne morale et une ou plusieurs personnes morales elles-mêmes contrôlées par cette autre personne morale, (iii) par des personnes morales elles-mêmes contrôlées par l'autre personne morale; b) elle est la filiale d'une personne morale qui est elle-même la filiale de l'autre personne morale.	Filiales
Soliciting corporation	(5.1) A corporation becomes a soliciting corporation for a prescribed duration from the prescribed date, if it received, during the prescribed period, income in excess of the prescribed amount in the form of (a) donations or gifts or, in Quebec, gifts or legacies of money or other property requested from any person who is not (i) a member, director, officer or employee of the corporation at the time of the request, (ii) the spouse of a person referred to in subparagraph (i) or an individual who is cohabiting with that person in a conjugal relationship, having so cohabited for a period of at least one year, or	(5.1) L'organisation devient une organisation ayant recours à la sollicitation pour la durée prévue par règlement à compter de la date prévue par règlement si elle a touché pendant la période réglementaire un revenu excédant le montant réglementaire, lequel revenu provient : a) d'une donation ou d'un legs ou, ailleurs qu'au Québec, d'une donation de sommes d'argent ou d'autres biens, demandés aux personnes autres que les personnes suivantes : (i) un membre, un administrateur, un dirigeant ou un employé au service de l'organisation au moment de la demande, (ii) l'époux d'une personne visée au sous-alinéa (i) ou la personne qui vit avec elle	Organisation ayant recours à la sollicitation

(iii) a child, parent, brother, sister, grandparent, uncle, aunt, nephew or niece of a person referred to in subparagraph (i) or of the spouse or individual referred to in subparagraph (ii);

(b) grants or similar financial assistance received from the federal government or a provincial or municipal government, or an agency of such a government; or

(c) donations or gifts or, in Quebec, gifts or legacies of money or other property from a corporation or other entity that has, during the prescribed period, received income in excess of the prescribed amount in the form of donations, gifts or legacies referred to in paragraph (a) or grants or similar financial assistance referred to in paragraph (b).

Application to be deemed non-soliciting

(6) On the application of a corporation, the Director may decide that the corporation is, for the purposes of this Act, to be considered as not being — or not having been — a soliciting corporation if the Director is satisfied that the determination would not be prejudicial to the public interest.

APPLICATION

Application of Act

3. (1) This Act applies to every corporation and, to the extent provided for in Part 19, to bodies corporate without share capital incorporated by a special Act of Parliament.

Certain Acts do not apply

(2) The following do not apply to a corporation:

- (a) the *Canada Business Corporations Act*;
- (b) the *Canada Corporations Act*, chapter C-32 of the Revised Statutes of Canada, 1970; and
- (c) the *Winding-up and Restructuring Act*.

Limitations on business that may be carried on

(3) No corporation shall carry on the business of

- (a) a bank;
- (b) an association to which the *Cooperative Credit Associations Act* applies;
- (c) a company or society to which the *Insurance Companies Act* applies; or

dans une relation conjugale depuis au moins un an,

(iii) l'enfant, le père, la mère, le frère, la sœur, le grand-père, la grand-mère, l'oncle, la tante, le neveu ou la nièce d'une personne visée aux sous-alinéas (i) ou (ii);

b) de subventions d'un ministère ou d'un organisme fédéral ou provincial, d'une municipalité ou d'un organisme municipal, ou de toute aide financière analogue;

c) d'une donation ou d'un legs ou, ailleurs qu'au Québec, d'une donation de sommes d'argent ou d'autres biens d'une organisation ou d'une autre entité qui, pendant la période réglementaire, a touché un revenu excédant le montant réglementaire sous forme de donation ou de legs visés à l'alinéa a) ou de subventions ou de toute aide financière visées à l'alinéa b).

(6) Le directeur peut, sur demande de l'organisation, décider que celle-ci sera considérée, pour l'application de la présente loi, comme n'étant pas une organisation ayant recours à la sollicitation ou ne l'ayant jamais été, s'il est convaincu que cette décision ne porte pas atteinte à l'intérêt public.

Décision du directeur — sollicitation

APPLICATION

Application

3. (1) La présente loi s'applique aux organisations et, dans la mesure prévue à la partie 19, aux personnes morales sans capital-actions constituées par une loi spéciale du Parlement.

Non-application de certaines lois

(2) La *Loi canadienne sur les sociétés par actions*, la *Loi sur les corporations canadiennes*, chapitre C-32 des Statuts révisés du Canada de 1970, et la *Loi sur les liquidations et les restructurations* ne s'appliquent pas aux organisations.

Restrictions — activités commerciales

(3) Les organisations ne peuvent se livrer aux activités des banques, des associations régies par la *Loi sur les associations coopératives de crédit*, des sociétés ou sociétés de secours régies par la *Loi sur les sociétés d'assurances* ou des sociétés régies par la *Loi sur les sociétés de fiducie et de prêt*.

(d) a company to which the *Trust and Loan Companies Act* applies.

Limitation —
granting degrees
or regulating
activities

(4) Incorporation or continuance under this Act does not confer any authority on a corporation to carry on activities as a degree-granting educational institution or to regulate any activity, including a profession or trade.

(4) La constitution ou la prorogation sous le régime de la présente loi n'a pas pour effet de conférer à l'organisation le droit d'exercer l'activité d'un établissement d'enseignement autorisé à délivrer des diplômes universitaires ou celui de régir l'exercice d'une activité, notamment une profession.

Restrictions —
droit d'exercer
ou de régir
certaines
activités

PURPOSE

Purpose

4. The purpose of this Act is to allow the incorporation or continuance of bodies corporate as corporations without share capital, including certain bodies corporate incorporated or continued under various other Acts of Parliament, for the purposes of carrying on legal activities and to impose obligations on certain bodies corporate without share capital incorporated by a special Act of Parliament.

OBJET

Objet

4. La présente loi a pour objet de permettre la constitution ou la prorogation de personnes morales — y compris celles constituées ou prorogées sous le régime d'une autre loi fédérale — sous forme d'organisations sans capital-actions en vue de l'exercice d'activités licites, et d'assujettir aux obligations qu'elle prévoit certaines personnes morales sans capital-actions constituées par une loi spéciale du Parlement.

DESIGNATION OF MINISTER

Power of
Governor in
Council

5. The Governor in Council may designate any member of the Queen's Privy Council for Canada to be the Minister for the purposes of this Act.

DÉSIGNATION DU MINISTRE

5. Le gouverneur en conseil peut désigner tout membre du Conseil privé de la Reine pour le Canada à titre de ministre pour l'application de la présente loi.

Pouvoir du
gouverneur en
conseil

PART 2

INCORPORATION

Incorporators

6. (1) One or more individuals or bodies corporate may incorporate a corporation by signing articles of incorporation and complying with section 8.

Individuals

(2) No individual may incorporate a corporation under subsection (1) if that individual

- (a) is less than 18 years of age;
- (b) has been declared incapable by a court in Canada or in another country; or
- (c) has the status of a bankrupt.

Articles of
incorporation

7. (1) Articles of incorporation shall follow the form that the Director fixes and shall set out, in respect of the proposed corporation,

- (a) the name of the corporation;
- (b) the province where the registered office is to be situated;
- (c) the classes, or regional or other groups, of members that the corporation is authorized to establish and, if there are two or

PARTIE 2

CONSTITUTION

Fondateurs

6. (1) La constitution de l'organisation est subordonnée à la signature de statuts constitutifs et à l'observation de l'article 8 par une ou plusieurs personnes physiques ou morales.

(2) S'agissant de personnes physiques, elles doivent :

- a) avoir au moins dix-huit ans;
- b) ne pas avoir été déclarées incapables par un tribunal, au Canada ou à l'étranger;
- c) ne pas avoir le statut de failli.

Personnes
physiques

7. (1) Les statuts constitutifs de l'organisation projetée sont dressés en la forme établie par le directeur et indiquent :

- a) sa dénomination;
- b) la province où se trouve son siège;
- c) les catégories, groupes régionaux ou autres groupes de membres qu'elle est autorisée à établir et, en cas de pluralité de caté-

Statuts
constitutifs

	more classes or groups, any voting rights attaching to each of those classes or groups; (d) the number of directors or the minimum and maximum number of directors; (e) any restrictions on the activities that the corporation may carry on; (f) a statement of the purpose of the corporation; and (g) a statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation.	gories ou de groupes, les droits de vote dont chacun est assorti le cas échéant; d) le nombre fixe ou les nombres minimal et maximal de ses administrateurs; e) les limites imposées à ses activités; f) sa déclaration d'intention; g) la répartition du reliquat de ses biens après le règlement de ses dettes.	
Other required provisions	(2) Articles of incorporation shall set out, in respect of the proposed corporation, any provision required by any other Act of Parliament to be set out in the articles.	(2) Les statuts contiennent également toute disposition qui doit y figurer aux termes de toute autre loi fédérale.	Autres dispositions exigées
Additional provisions in articles	(3) The articles may set out any provisions that may be set out in the by-laws.	(3) Les statuts peuvent contenir toute disposition pouvant être incluse dans les règlements administratifs de l'organisation.	Dispositions supplémentaires
Equivalency	(3.1) Any requirement under this Act to set out a provision in the by-laws is deemed met by setting out the provision in the articles.	(3.1) Toute exigence prévue par la présente loi d'inclure une disposition dans les règlements administratifs est réputée satisfaite si celle-ci est incluse dans les statuts.	Équivalence
Special majorities	(4) Subject to subsection (5), if the articles or a unanimous member agreement requires a greater number of votes of directors or members than that required by this Act to effect any action, the provisions of the articles or of the unanimous member agreement prevail.	(4) Par dérogation à la présente loi et sous réserve du paragraphe (5), les statuts ou les conventions unanimes des membres peuvent augmenter le nombre de voix nécessaires à l'adoption de certaines mesures par les administrateurs ou par les membres.	Majorités spéciales
Removal of directors	(5) The articles may not require a greater number of votes of members to remove a director than the number required by section 130.	(5) Les statuts ne peuvent, pour la révocation d'un administrateur, exiger un nombre de voix plus élevé que celui établi en application de l'article 130.	Réserve
Delivery of articles of incorporation	8. One of the incorporators shall send to the Director articles of incorporation and the documents required by sections 20 and 128.	8. Les statuts constitutifs et les documents exigés par les articles 20 et 128 sont envoyés au directeur par l'un des fondateurs.	Envoi des statuts constitutifs
Certificate of incorporation	9. On receipt of articles of incorporation, the Director shall issue a certificate of incorporation in accordance with section 276.	9. Sur réception des statuts constitutifs, le directeur délivre un certificat de constitution conformément à l'article 276.	Certificat de constitution
Effect of certificate	10. A corporation comes into existence on the date shown in the certificate of incorporation.	10. L'organisation existe à compter de la date précisée dans le certificat de constitution.	Effet du certificat
Alternate name	11. (1) Subject to subsection 13(1), the name of a corporation may be set out in its articles in an English form, a French form, an English form and a French form, or a combined English and French form, so long as the com-	11. (1) Sous réserve du paragraphe 13(1), l'organisation peut, dans ses statuts, adopter une dénomination en français, en anglais, dans ces deux langues ou encore dans une forme combinée des deux langues, pourvu que cette	Choix de la dénomination

bined form meets any prescribed criteria. The corporation may use and may be legally designated by any such form.

dernière soit conforme aux critères réglementaires; elle peut utiliser l'une ou l'autre des dénominations adoptées et être légalement désignée sous l'une ou l'autre.

Alternate name outside Canada	(2) Subject to subsection 13(1), a corporation may, for use outside Canada, set out its name in its articles in any language form and it may use and may be legally designated by any such form outside Canada.	(2) Sous réserve du paragraphe 13(1), l'organisation peut, dans ses statuts, adopter, pour ses activités à l'étranger, une dénomination en n'importe quelle langue; elle peut, à l'étranger, l'utiliser et être légalement désignée par elle.	Dénomination pour l'étranger
Publication of name	(3) A corporation shall set out its name in legible characters in all contracts, invoices, negotiable instruments and orders for goods or services issued or made by or on behalf of the corporation.	(3) La dénomination de l'organisation doit être lisiblement indiquée sur ses effets de commerce, contrats, factures et commandes de marchandises ou de services.	Publicité de la dénomination
Other name	(4) Subject to subsections (3) and 13(1), a corporation may carry on activities under or identify itself by a name other than its corporate name.	(4) Sous réserve des paragraphes (3) et 13(1), l'organisation peut exercer ses activités ou s'identifier sous un nom autre que sa dénomination.	Autre nom
Reserving name	12. (1) The Director may, on request, reserve for a prescribed period a name for an intended corporation or for a corporation about to change its name.	12. (1) Le directeur peut, sur demande, réserver pendant la période réglementaire une dénomination à l'organisation dont la création est envisagée ou qui est sur le point de changer de dénomination.	Réservation
Designating number	(2) If requested to do so by the incorporators or a corporation, the Director shall assign to the corporation as its name a designating number followed by the word "Canada" and a prescribed term.	(2) Le directeur assigne à l'organisation, à sa demande ou à celle des fondateurs, un numéro matricule en guise de dénomination, suivi du mot «Canada» et d'un terme réglementaire.	Numéro matricule
Prohibited names	13. (1) A corporation shall not be incorporated or continued under this Act with, change its name to, or have, carry on activities under or identify itself by, a name that is prohibited by the regulations or that does not meet the prescribed requirements.	13. (1) L'organisation ne peut être constituée ou prorogée, exercer ses activités ou s'identifier sous une dénomination qui est prohibée par les règlements ou qui n'est pas conforme aux exigences réglementaires, ni adopter une telle dénomination.	Dénominations prohibées
Directing change of name	(2) The Director may direct a corporation to change its name in accordance with section 197 if, through inadvertence or otherwise, the corporation acquires a name that is prohibited by the regulations or that does not meet the prescribed requirements.	(2) Le directeur peut ordonner à l'organisation de changer sa dénomination au titre de l'article 197 lorsque celle-ci a reçu, notamment par inadvertance, une dénomination qui est prohibée par les règlements ou qui n'est pas conforme aux exigences réglementaires.	Ordre de changement de la dénomination non conforme
Directing change of numbered name	(3) If a corporation has a designating number as its name, the Director may direct the corporation to change its name to a name other than a designating number in accordance with section 197.	(3) Il peut ordonner à l'organisation ayant un numéro matricule d'adopter, au titre de l'article 197, une autre dénomination.	Ordre de changement de la dénomination numérique
Undertaking to dissolve or change name	(4) If a corporation acquires a name as a result of a person undertaking to dissolve or to change names, and the undertaking is not honoured, the Director may direct the corporation	(4) Dans le cas où l'organisation reçoit une dénomination en raison de l'engagement d'une personne de se dissoudre ou de changer de nom et qu'il n'est pas donné suite à l'engagement	Ordre de changement de la dénomination en cas d'engagement non tenu

	to change its name in accordance with section 197, unless the undertaking is honoured within the period specified in subsection (5).	dans le délai prévu au paragraphe (5), le directeur peut ordonner à l'organisation de changer sa dénomination au titre de l'article 197.	
Revoking name	(5) If a corporation has not followed a directive under subsection (2), (3) or (4) within the prescribed period, the Director may revoke the name of the corporation and assign a name to it and, until changed in accordance with section 197, the name of the corporation is the name assigned by the Director.	(5) Le directeur peut annuler la dénomination de l'organisation qui n'a pas obtempéré aux ordres donnés en vertu des paragraphes (2), (3) ou (4) dans le délai réglementaire et lui en attribuer d'office une autre; celle-ci demeure la dénomination de l'organisation tant qu'elle n'a pas été changée au titre de l'article 197.	Annulation de la dénomination
Certificate of amendment	14. (1) If the Director assigns a new name to a corporation under subsection 13(5), the Director shall issue a certificate of amendment showing the name and shall publish notice of the change of name as soon as practicable in a publication generally available to the public.	14. (1) En cas de changement de dénomination au titre du paragraphe 13(5), le directeur délivre un certificat de modification indiquant la nouvelle dénomination et fait paraître, dans les meilleurs délais, un avis du changement dans une publication destinée au grand public.	Certificat de modification
Effect of certificate	(2) The articles of the corporation are amended accordingly on the date shown in the certificate of amendment.	(2) Les statuts de l'organisation sont modifiés à compter de la date précisée dans le certificat de modification.	Effet du certificat
Pre-incorporation and pre-amalgamation contracts	15. (1) Subject to this section and unless the contract expressly provides otherwise, a person who enters into, or purports to enter into, a written contract in the name of or on behalf of a corporation before it comes into existence is personally bound by the contract and is entitled to its benefits.	15. (1) Sous réserve des autres dispositions du présent article et sauf stipulation contraire, la personne qui conclut ou paraît conclure un contrat écrit au nom ou pour le compte d'une organisation avant sa constitution est liée personnellement par ce contrat et peut en bénéficier.	Contrats antérieurs à la constitution
Adoption or ratification of contract	(2) The corporation may, within a reasonable time after it comes into existence, adopt or, in Quebec, ratify the contract by any action or conduct signifying its intention to be bound by the contract, and on the adoption or ratification (a) the corporation is bound by the contract and is entitled to its benefits as if the corporation had been in existence at the date of the contract and had been a party to it; and (b) the person ceases to be bound by or entitled to the benefits of the contract, except as provided for in subsection (3).	(2) L'organisation qui, dans un délai raisonnable après sa constitution, ratifie, même tacitement, le contrat ainsi conclu est liée par celui-ci depuis sa conclusion et peut en bénéficier, la personne qui s'est engagée pour elle s'en trouvant dès lors libérée et privée du droit de s'en prévaloir.	Ratification
Application to court	(3) Whether or not a written contract made before the coming into existence of a corporation is adopted or, in Quebec, ratified by the corporation, a party to the contract may apply to a court for an order respecting the nature and extent of the obligations and liability under the contract of the corporation and the person who is bound by the contract under subsection (1). On the application, the court may make any order that it thinks fit.	(3) Le tribunal peut notamment, par ordonnance, sur demande de toute partie à un contrat écrit conclu avant la constitution de l'organisation, que celui-ci ait été ratifié ou non, prendre toute mesure qu'il estime indiquée au sujet de la nature et de l'étendue des obligations et de la responsabilité, au titre du contrat, de l'organisation et de la personne liée par le contrat en vertu du paragraphe (1).	Requête au tribunal

PART 3

CAPACITY AND POWERS

Capacity of a corporation	16. (1) A corporation has the capacity and, subject to this Act, the rights, powers and privileges of a natural person.
Activities	(2) A corporation may carry on activities throughout Canada.
Extra-territorial capacity	(3) A corporation has the capacity to carry on its activities, conduct its affairs and exercise its powers in a jurisdiction outside Canada to the extent that the laws of that jurisdiction permit.
Powers of a corporation	17. (1) It is not necessary for a by-law to be passed in order to confer any particular power on a corporation or its directors.
Restricted activities or powers	(2) A corporation shall not carry on any activities or exercise any power in a manner contrary to its articles.
Rights preserved	(3) No act of a corporation, including any transfer of property to or by a corporation, is invalid by reason only that the act or transfer is contrary to its articles or this Act.
No constructive notice	18. No person is affected by or is deemed to have notice or knowledge of the contents of a document concerning a corporation by reason only that the person can examine it under section 279 or at an office of the corporation.
Authority of directors, officers, agents and mandataries	19. (1) No corporation, no guarantor of an obligation of a corporation and, in Quebec, no surety may assert against a person dealing with the corporation or against a person who acquired rights from the corporation that (a) the articles, the by-laws or any unanimous member agreement has not been complied with; (b) the individuals named in the last notice that was sent by the corporation in accordance with section 128 or 134 and received by the Director are not the directors of the corporation; (c) the place named in the last notice accepted by the Director under section 20 is not the registered office of the corporation;

PARTIE 3

CAPACITÉ ET POUVOIRS

Capacité	16. (1) L'organisation a, sous réserve des autres dispositions de la présente loi, la capacité d'une personne physique et les droits, pouvoirs et privilèges de celle-ci.
Activités	(2) L'organisation peut exercer ses activités partout au Canada.
Capacité extraterritoriale	(3) L'organisation possède la capacité de conduire ses affaires internes et d'exercer ses activités et ses pouvoirs à l'étranger, dans les limites des lois applicables en l'espèce.
Pouvoirs	17. (1) La prise d'un règlement administratif n'est pas nécessaire pour conférer un pouvoir particulier à l'organisation ou à ses administrateurs.
Réserves	(2) L'organisation ne peut exercer ni pouvoirs ni activités en violation de ses statuts.
Maintien des droits	(3) Les actes de l'organisation, y compris les transferts de biens, ne sont pas nuls du seul fait qu'ils sont contraires à ses statuts ou à la présente loi.
Absence de présomption de connaissance	18. Le seul fait qu'un document puisse être consulté au titre de l'article 279 ou dans les locaux de l'organisation ne peut causer de préjudice à quiconque; nul n'est réputé de ce fait avoir reçu avis ou avoir eu connaissance d'un tel document.
Prétentions interdites	19. (1) Les prétentions ci-après sont inopposables, de la part de l'organisation et de ses cautions ou, ailleurs qu'au Québec, ses garants, aux personnes qui ont traité avec elle ou en ont acquis des droits : a) les statuts, règlements administratifs ou conventions unanimes des membres n'ont pas été observés; b) les personnes physiques nommées dans la dernière liste ou le dernier avis envoyé par l'organisation conformément aux articles 128 ou 134, selon le cas, et reçu par le directeur ne sont pas ses administrateurs; c) le siège de l'organisation ne se trouve pas au lieu indiqué dans le dernier avis accepté par le directeur au titre de l'article 20;

(d) a person held out by a corporation as a director, an officer, an agent or a mandatary of the corporation has not been duly appointed or has no authority to exercise the powers and perform the duties that are customary in the activities of the corporation or usual for a director, an officer, an agent or a mandatary;

(e) a document issued by any director, officer, agent or mandatary of a corporation with actual or usual authority to issue the document is not valid or not genuine; or

(f) a sale, a lease or an exchange of property referred to in subsection 214(1) was not authorized.

d) la personne que l'organisation a présentée comme l'un de ses administrateurs, dirigeants ou mandataires n'a pas été régulièrement nommée ou n'a pas l'autorité nécessaire pour exercer les attributions découlant normalement soit du poste, soit des activités de l'organisation;

e) un document émanant régulièrement de l'un des administrateurs, dirigeants ou mandataires de l'organisation n'est pas valable ou n'est pas authentique;

f) les opérations visées au paragraphe 214(1) n'ont pas été autorisées.

Exception

(2) Subsection (1) does not apply in respect of a person who has, or ought to have, knowledge of a situation described in that subsection by virtue of their relationship to the corporation.

(2) Le paragraphe (1) ne s'applique pas aux personnes qui connaissent ou devraient connaître la situation réelle en raison de leur relation avec l'organisation.

Exception

PART 4

REGISTERED OFFICE AND RECORDS

Registered office

20. (1) A corporation shall at all times have a registered office in the province in Canada specified in its articles.

Notice of registered office

(2) A notice of registered office in the form that the Director fixes shall be sent to the Director together with any articles that designate or change the province where the registered office of the corporation is to be located.

Change of address

(3) The directors of a corporation may change the corporation's registered office to another place within the province specified in the articles, in which case the corporation shall send to the Director a notice of registered office in the form that the Director fixes.

Notice of registered office effective on acceptance

(4) A notice of registered office becomes effective when the Director accepts it.

Corporate records

21. (1) A corporation shall prepare and maintain, at its registered office or at any other place in Canada designated by the directors, records containing

(a) the articles and the by-laws, and amendments to them, and a copy of any unanimous member agreement;

(b) the minutes of meetings of members and any committee of members;

PARTIE 4

SIÈGE ET LIVRES

20. (1) L'organisation maintient en permanence un siège au Canada, dans la province indiquée dans ses statuts.

(2) Avis du lieu où sera maintenu le siège est envoyé au directeur, en la forme établie par lui, avec les clauses ou statuts désignant ou modifiant la province où il sera situé.

(3) Les administrateurs peuvent changer le lieu du siège, dans les limites de la province indiquée dans les statuts, auquel cas l'organisation envoie au directeur, en la forme établie par lui, un avis du lieu où sera maintenu le siège.

(4) L'avis du lieu où sera maintenu le siège entre en vigueur à la date où le directeur accepte l'avis.

21. (1) L'organisation tient, à son siège ou en tout autre lieu au Canada désigné par les administrateurs, des livres où figurent :

a) les statuts et les règlements administratifs et leurs modifications, ainsi qu'un exemplaire de toute convention unanime des membres;

b) les procès-verbaux des assemblées ou des réunions des comités de membres;

Siège

Avis

Changement d'adresse

Entrée en vigueur

Livres

	(c) the resolutions of members and any committee of members; (d) if any debt obligation is issued by the corporation, a debt obligations register that complies with section 44; (e) a register of directors; (f) a register of officers; and (g) a register of members.	c) les résolutions des membres ou des comités de membres; d) le cas échéant, le registre des titres de créance, conforme à l'article 44; e) le registre des administrateurs; f) le registre des dirigeants; g) le registre des membres.	
Register	(2) The registers referred to in paragraphs (1)(e) to (g) shall contain the prescribed information.	(2) Les registres visés aux alinéas (1)e) à g) comportent les renseignements prévus par les règlements.	Contenu des registres
Directors' records	(3) A corporation shall prepare and maintain adequate accounting records and records containing minutes of meetings of the directors and any committee of directors as well as resolutions adopted by the directors or any committee of directors.	(3) L'organisation tient en outre des livres comptables adéquats et des livres où figurent les procès-verbaux des réunions du conseil d'administration et de ses comités et leurs résolutions.	Autres livres
Retention of accounting records	(4) Subject to any other Act of Parliament or of the legislature of a province that provides for a longer retention period, a corporation shall retain the accounting records referred to in subsection (3) for the prescribed period.	(4) Sous réserve de toute autre loi fédérale et de toute loi provinciale prévoyant une période de conservation plus longue, l'organisation est tenue de conserver les livres comptables pendant la période réglementaire.	Conservation des livres comptables
Records of continued corporations	(5) For the purposes of paragraphs (1)(b) and (c) and subsection (3), where a body corporate is continued under this Act, "records" includes similar records required by law to be maintained by the body corporate before it was so continued.	(5) Pour l'application des alinéas (1)b) et c) et du paragraphe (3), le terme «livres» désigne également les livres de même nature que les personnes morales prorogées sous le régime de la présente loi devaient tenir avant leur prorogation.	Livres des personnes morales prorogées
Place of directors' records	(6) The records described in subsection (3) shall be kept at the registered office of the corporation or at any other place that the directors think fit.	(6) Les livres visés au paragraphe (3) sont conservés au siège de l'organisation ou en tout autre lieu que les administrateurs estiment indiqué.	Lieu de conservation
Directors' access to records	(7) The records described in subsections (1) and (3) shall at all reasonable times be open to inspection by the directors. The corporation shall, at the request of any director, provide them with any extract of the records free of charge.	(7) Les administrateurs peuvent consulter les livres visés aux paragraphes (1) et (3) à tout moment opportun et, sur demande, en obtenir gratuitement des extraits.	Consultation
Records in Canada	(8) If accounting records of a corporation are kept outside Canada, accounting records adequate to enable the directors to ascertain the financial position of the corporation with reasonable accuracy on a quarterly basis shall be kept at the registered office or any other place in Canada designated by the directors.	(8) Dans le cas où la comptabilité de l'organisation est tenue à l'étranger, il est conservé à son siège ou en tout autre lieu au Canada désigné par les administrateurs, des livres permettant à ceux-ci d'en vérifier la situation financière tous les trimestres, avec une précision suffisante.	Livres comptables
When records or registers kept outside Canada	(9) Despite subsections (1) and (8), but subject to the <i>Income Tax Act</i> , the <i>Excise Tax Act</i> , the <i>Customs Act</i> and any other Act adminis-	(9) Malgré les paragraphes (1) et (8), mais sous réserve de la <i>Loi de l'impôt sur le revenu</i> , de la <i>Loi sur la taxe d'accise</i> , de la <i>Loi sur les</i>	Livres conservés à l'étranger

tered by the Minister of National Revenue, a corporation may keep all or any of its corporate records and accounting records referred to in subsection (1) or (3) at a place outside Canada, if

(a) the records are available for inspection, by means of any technology, during regular office hours at the registered office or any other place in Canada designated by the directors; and

(b) the corporation provides the technical assistance to facilitate an inspection referred to in paragraph (a).

Access to corporate records

22. (1) A member, a member's personal representative and a creditor of a corporation may examine and, on payment of any reasonable fee, take extracts from the records referred to in paragraphs 21(1)(a) to (f) during the corporation's usual business hours.

Requirement for statutory declaration — debt obligations register

(2) Any person described in subsection (1) who wishes to examine the debt obligations register of a corporation shall first make a request to the corporation or its agent or mandatary accompanied by a statutory declaration referred to in subsection (5). Within the prescribed period, the corporation or its agent or mandatary shall allow the applicant access to the register during the corporation's usual business hours and, on payment of any reasonable fee, provide the applicant with an extract from the register.

Copies of corporate records

(3) A member of a corporation is entitled on request and free of charge to one copy of the articles and by-laws, any amendments to them, and any unanimous member agreement.

Debt obligation holders lists

(4) Any person described in subsection (1), on payment of any reasonable fee and on sending to a corporation or its agent or mandatary the statutory declaration referred to in subsection (5), may on application require the corporation or its agent or mandatary to furnish within the prescribed period a list of debt obligation holders setting out the prescribed information and updated in accordance with the regulations.

Contents of statutory declaration

(5) The statutory declaration required under subsection (2) or (4) shall

douanes et de toute autre loi relevant du ministre du Revenu national, l'organisation peut conserver à l'étranger tout ou partie des livres dont la tenue est exigée par les paragraphes (1) ou (3) si les conditions suivantes sont réunies :

a) les livres peuvent être consultés, à l'aide de quelque moyen technologique que ce soit, durant les heures normales d'ouverture au siège de l'organisation ou en tout autre lieu au Canada désigné par les administrateurs;

b) l'organisation fournit l'aide technique nécessaire à une telle consultation.

Consultation de certains documents

22. (1) Les membres et leurs représentants personnels ainsi que les créanciers de l'organisation peuvent consulter les documents mentionnés aux alinéas 21(1)a) à f) pendant les heures normales d'ouverture des bureaux de l'organisation et, sur paiement de tous droits raisonnables, en obtenir des extraits.

Consultation du registre des titres de créance

(2) Toute personne visée au paragraphe (1) qui souhaite consulter le registre des titres de créance de l'organisation en fait la demande à celle-ci ou à son mandataire et lui fait parvenir la déclaration solennelle visée au paragraphe (5). Au cours de la période réglementaire, l'organisation ou son mandataire permet la consultation du registre pendant les heures normales d'ouverture de ses bureaux et, sur paiement de tous droits raisonnables, en fournit des extraits.

Copies

(3) Les membres peuvent, sur demande et sans frais, obtenir une copie des statuts et des règlements administratifs — ainsi que des modifications qui y sont apportées — et de toute convention unanime des membres.

Obtention de la liste des détenteurs de titres de créance

(4) Toute personne visée au paragraphe (1) peut, sur paiement de tous droits raisonnables et sur envoi à l'organisation ou à son mandataire de la déclaration solennelle visée au paragraphe (5), exiger de l'organisation ou de son mandataire la remise, dans le délai réglementaire, d'une liste des détenteurs de titres de créance énonçant les renseignements réglementaires et mise à jour conformément aux règlements.

Teneur de la déclaration solennelle

(5) La déclaration solennelle exigée aux paragraphes (2) ou (4) énonce :

	(a) state the name and address of the applicant and, if the applicant is a body corporate, its address for service; and (b) state that the list of debt obligation holders or the information contained in the debt obligations register obtained under subsection (2) will not be used except as permitted under subsection (7).	a) les nom et adresse du requérant et, si celui-ci est une personne morale, son adresse aux fins de signification; b) l'engagement de n'utiliser que conformément au paragraphe (7) la liste des détenteurs de titres de créance ou les renseignements tirés du registre des titres de créance.	
Person making statutory declaration	(6) If the applicant is a body corporate, the statutory declaration shall be made by a director or officer of the body corporate.	(6) La personne morale requérante fait établir la déclaration solennelle par un de ses administrateurs ou dirigeants.	Personne morale requérante
Use of information or list of debt obligation holders	(7) A list of debt obligation holders or information from a debt obligations register obtained under this section shall not be used by any person except in connection with (a) an effort to influence the voting of debt obligation holders of the corporation; (b) an offer to acquire debt obligations of the corporation; or (c) any other matter relating to the debt obligations or affairs of the corporation.	(7) Les renseignements tirés du registre des titres de créance et les listes des détenteurs de titres de créance obtenus en vertu du présent article ne peuvent être utilisés que dans le cadre : a) de démarches en vue d'influencer le vote des détenteurs de titres de créance; b) d'une offre visant l'acquisition de titres de créance de l'organisation; c) de toute autre mesure concernant les titres de créance ou les affaires internes de l'organisation.	Utilisation des renseignements ou des listes
Requirement for statutory declaration — register of members	23. (1) A member or a member's personal representative who wishes to examine the register of members of a corporation shall first make a request to the corporation or its agent or mandatary accompanied by a statutory declaration referred to in subsection (5). Within the prescribed period, the corporation or its agent or mandatary shall allow the applicant access to the register during the corporation's usual business hours and, on payment of any reasonable fee, provide the applicant with an extract from the register.	23. (1) Le membre ou son représentant personnel qui souhaite consulter le registre des membres en fait la demande à l'organisation ou à son mandataire et lui fait parvenir la déclaration solennelle visée au paragraphe (5). Au cours de la période réglementaire, l'organisation ou son mandataire permet la consultation du registre pendant les heures normales d'ouverture de ses bureaux et, sur paiement de tous droits raisonnables, en fournit des extraits.	Consultation du registre des membres
List of members	(2) Any person described in subsection (1) and debt obligation holders, on payment of any reasonable fee and on sending to a corporation or its agent or mandatary the statutory declaration referred to in subsection (5), may on application require the corporation or its agent or mandatary to furnish within the prescribed period a list of members setting out the prescribed information and updated in accordance with the regulations.	(2) Toute personne visée au paragraphe (1) ainsi que le détenteur de titre de créance peuvent, sur paiement de tous droits raisonnables et sur envoi à l'organisation ou à son mandataire de la déclaration solennelle visée au paragraphe (5), exiger de l'organisation ou de son mandataire la remise, dans le délai réglementaire, d'une liste des membres énonçant les renseignements réglementaires et mise à jour conformément aux règlements.	Obtention de la liste des membres
Limitation	(3) A person described in subsection (1) may only make an application under subsection (2) once in each calendar year. In addition, an application may be made before each special	(3) Les personnes visées au paragraphe (1) ne peuvent demander la liste des membres qu'une fois par année civile. Toutefois, elles peuvent aussi la demander avant la tenue de	Réserve : membres

	meeting of members of which the person receives notice.	toute assemblée extraordinaire dont elles ont été avisées.	
Application of debt obligation holder	(4) A debt obligation holder may make an application to obtain a list of members only after receiving notice of a meeting of members at which the holder has the right to vote.	(4) Les détenteurs de titres de créance ne peuvent obtenir la liste des membres que s'ils ont été avisés de la tenue d'une assemblée à laquelle ils ont le droit de vote.	Réserve : détenteurs de titres de créance
Contents of statutory declaration	(5) The statutory declaration required under subsection (1) or (2) shall (a) state the name and address of the applicant and, if the applicant is a body corporate, its address for service; and (b) state that the list of members or the information contained in the register of members obtained under subsection (1) will not be used except as permitted under subsection (7) or (8).	(5) La déclaration solennelle exigée aux paragraphes (1) ou (2) énonce : (a) les nom et adresse du requérant et, si celui-ci est une personne morale, son adresse aux fins de signification; (b) l'engagement de n'utiliser que conformément aux paragraphes (7) ou (8) la liste des membres ou les renseignements tirés du registre des membres.	Teneur de la déclaration solennelle
Person making statutory declaration	(6) If the applicant is a body corporate, the statutory declaration shall be made by a director or officer of the body corporate.	(6) La personne morale requérante fait établir la déclaration solennelle par un de ses administrateurs ou dirigeants.	Personne morale requérante
Use of information or list by members	(7) A member or a member's personal representative who obtains a list of members or information from a register of members under this section shall not use the list or information except in connection with (a) an effort to influence the voting of members; (b) requisitioning a meeting of members; or (c) any other matter relating to the affairs of the corporation.	(7) Le membre ou son représentant personnel ne peut utiliser la liste des membres et les renseignements tirés du registre des membres obtenus en vertu du présent article que dans le cadre : (a) de démarches en vue d'influencer le vote des membres de l'organisation; (b) de la convocation d'une assemblée; (c) de toute autre mesure concernant les affaires internes de l'organisation.	Utilisation des renseignements ou des listes par les membres
Use of information or list by debt obligation holders	(8) A debt obligation holder who obtains a list of members under this section shall not use the list except in connection with an effort to influence the voting of members on any issue that the holder has a right to vote on.	(8) Le détenteur de titre de créance qui a obtenu la liste des membres en vertu du présent article ne peut l'utiliser que dans le cadre de démarches en vue d'influencer le vote des membres de l'organisation sur une question à l'égard de laquelle il a lui-même le droit de vote.	Utilisation des listes par les détenteurs de titres de créance
Examination by Director	24. (1) The Director may examine the records described in subsection 21(1) during the corporation's usual business hours and may take extracts from the records free of charge.	24. (1) Le directeur peut consulter les livres mentionnés au paragraphe 21(1) pendant les heures normales d'ouverture des bureaux et en obtenir gratuitement des extraits.	Consultation des livres
Requirement to provide list	(2) The Director may require the corporation or its agent or mandatary to furnish to the Director within the prescribed period a list of members or debt obligation holders setting out the prescribed information and updated in accordance with the regulations.	(2) Il peut exiger de l'organisation ou de son mandataire qu'il lui fournisse, dans le délai réglementaire, une liste des membres ou des détenteurs de titres de créance énonçant les renseignements réglementaires et mise à jour conformément aux règlements.	Obtention d'une liste

Application for authorization — corporation	25. (1) On the application of a corporation, the Director may authorize the corporation, on any terms that the Director thinks fit, to refuse, in whole or in part, to allow access to corporate records or to furnish information that the corporation is otherwise under this Part obligated to allow or furnish, if the Director reasonably believes that allowing the access or furnishing the information would be detrimental to any member or the corporation.	25. (1) Le directeur peut, sur demande de l'organisation, autoriser celle-ci, aux conditions qu'il estime indiquées, à refuser de donner accès à tout ou partie des livres ou de fournir tout ou partie des renseignements même si elle serait par ailleurs tenue d'y donner accès ou de les fournir au titre de la présente partie, s'il estime que l'accès aux livres ou la fourniture des renseignements serait préjudiciable à l'organisation ou à un membre.	Demande d'autorisation : organisation
Application for direction — member	(2) On the application of any member, the Director may direct the corporation, on any terms that the Director thinks fit, not to allow, in whole or in part, access to corporate records or not to furnish, in whole or in part, information that the corporation is otherwise under this Part obligated to allow or furnish, if the Director reasonably believes that allowing the access or furnishing the information would be detrimental to any member or the corporation.	(2) Il peut, sur demande d'un membre, ordonner à l'organisation, aux conditions qu'il estime indiquées, de refuser l'accès ou la fourniture s'il estime que cela serait préjudiciable à l'organisation ou à un membre.	Demande d'ordonnance : membre
Form of records	26. (1) All registers and other records required by this Act to be prepared and maintained may be in any form, provided that the records are capable of being reproduced in intelligible written form within a reasonable time.	26. (1) Tous les livres, notamment les registres dont la présente loi exige la tenue, peuvent être conservés d'une manière permettant de fournir, dans un délai raisonnable, les renseignements demandés sous une forme écrite compréhensible.	Mode de conservation des livres
Precautions	(2) A corporation and its agents and mandataries shall take reasonable precautions to prevent the loss or destruction of the registers and other records required under this Act, to prevent the falsification of entries in those registers and records and to facilitate the detection and correction of inaccuracies in them.	(2) L'organisation et ses mandataires prennent, à l'égard des registres et autres livres exigés par la présente loi, les mesures raisonnables pour en empêcher la perte ou la destruction, empêcher la falsification des écritures et faciliter la découverte et la rectification des erreurs.	Précautions
Validity of unsealed documents	27. A document executed or, in Quebec, signed on behalf of a corporation is not invalid merely because a corporate seal is not affixed to it.	27. L'absence du sceau de l'organisation sur tout document signé en son nom ne le rend pas nul.	Absence du sceau

PART 5 CORPORATE FINANCE

Borrowing powers	28. (1) Unless the articles, the by-laws or a unanimous member agreement otherwise provides, the directors of a corporation may, without authorization of the members, (a) borrow money on the credit of the corporation; (b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;

PARTIE 5 FINANCEMENT

Pouvoir d'emprunt	28. (1) Sauf disposition contraire des statuts, des règlements administratifs ou de toute convention unanime des membres, le conseil d'administration peut, sans l'autorisation des membres : a) contracter des emprunts, compte tenu du crédit de l'organisation; b) émettre, réémettre ou vendre les titres de créance de l'organisation ou les donner en

	(c) give a guarantee on behalf of the corporation to secure performance of an obligation of any person; and (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any obligation of the corporation.	garantie sous forme d'hypothèque mobilière, de gage ou de nantissement; c) garantir, au nom de l'organisation, l'exécution d'une obligation à la charge d'une autre personne; d) grever d'une sûreté, notamment par hypothèque, tout ou partie des biens, présents ou futurs, de l'organisation, afin de garantir ses obligations.	
Delegation of borrowing powers	(2) Despite subsection 138(2) and paragraph 142(a), unless the articles, the by-laws or a unanimous member agreement otherwise provides, the directors may, by resolution, delegate the powers referred to in subsection (1) to a director, a committee of directors or an officer.	(2) Malgré le paragraphe 138(2) et l'alinéa 142a) et sauf disposition contraire des statuts, des règlements administratifs ou de toute convention unanime des membres, le conseil d'administration peut, par résolution, déléguer les pouvoirs visés au paragraphe (1) à un administrateur, à un comité d'administrateurs ou à un dirigeant.	Délégation de pouvoirs
Repayment	29. (1) Debt obligations issued, pledged, hypothecated or deposited by a corporation are not redeemed by reason only that the indebtedness evidenced by the debt obligations or in respect of which the debt obligations are issued, pledged, hypothecated or deposited is repaid.	29. (1) Les titres de créance émis, donnés en garantie conformément au paragraphe (2) ou déposés par l'organisation ne sont pas rachetés du seul fait du règlement de la dette en cause.	Règlement
Acquisition and reissue of debt obligations	(2) Debt obligations issued by a corporation and purchased, redeemed or otherwise acquired by it may be cancelled or, subject to any applicable trust indenture or other agreement, may be reissued, pledged or hypothecated to secure any existing or future obligation of the corporation, and such an acquisition and reissue, pledge or hypothecation is not a cancellation of the debt obligations.	(2) L'organisation qui acquiert ses titres de créance peut soit les annuler, soit, sous réserve de tout acte de fiducie et de toute convention applicable, les réémettre ou les donner en garantie — sous forme d'hypothèque mobilière, de gage ou de nantissement — de l'exécution de ses obligations actuelles ou futures; l'acquisition, la réémission ou le fait de donner en garantie n'emporte pas annulation de ces titres.	Acquisition et réémission de titres de créance
Annual contributions or dues	30. Subject to the articles, the by-laws and any unanimous member agreement, the directors may require members to make an annual contribution or pay annual dues and may determine the manner in which the contribution is to be made or the dues are to be paid.	30. Sous réserve des statuts, des règlements administratifs et de toute convention unanime des membres, les administrateurs peuvent déterminer la contribution ou la cotisation annuelle des membres et la manière de s'en acquitter.	Contribution ou cotisation annuelle
Ownership of property	31. A corporation owns any property of any kind that is transferred to or otherwise vested in the corporation and does not hold any property in trust unless that property was transferred to the corporation expressly in trust for a specific purpose or purposes.	31. L'organisation est propriétaire de tous les biens qui lui sont transférés ou autrement dévolus et ne détient aucun bien en fiducie, à moins que le bien ne lui ait été expressément transféré en fiducie dans un but déterminé.	Biens des organisations
Directors not trustees	32. Directors are not, in that capacity, trustees for any property of the corporation, including property held in trust by the corporation.	32. Les administrateurs ne sont pas, en cette qualité, fiduciaires des biens de l'organisation ni de ceux qu'elle détient en fiducie.	Administrateurs non fiduciaires

Investments by corporation	33. Subject to the limitations accompanying any gift and the articles or by-laws, a corporation may invest its funds as its directors think fit.	33. Sous réserve des restrictions rattachées aux dons et prévues dans ses statuts ou ses règlements administratifs, l'organisation peut investir ses fonds de la manière que ses administrateurs estiment indiquée.	Placements
Distribution of property, accretions or profits	34. (1) Subject to subsection (2), no part of a corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities or as otherwise permitted by this Act.	34. (1) Les bénéfices, les biens et l'appréciation des biens de l'organisation ne peuvent être distribués, directement ou indirectement, à ses membres, administrateurs ou dirigeants qu'en conformité avec la présente loi ou en vue de la promotion de ses activités.	Distribution des bénéfices et des biens
Distribution to member	(2) If a member of a corporation is an entity that is authorized to carry on activities on behalf of the corporation, the corporation may distribute any of its money or other property to the member to carry on those activities.	(2) Toutefois, l'organisation qui a pour membre une entité autorisée à exercer des activités pour son compte peut lui remettre des sommes d'argent ou d'autres biens pour l'exercice de ces activités.	Remise de fonds
Surrendered memberships	35. A corporation may accept a membership in the corporation surrendered to it as a gift including, in Quebec, a legacy and may extinguish or reduce a liability respecting an amount unpaid on that membership.	35. L'organisation peut accepter une adhésion à titre de donation, y compris, au Québec, à titre de legs, et renoncer, en tout ou en partie, au paiement du prix afférent.	Donation
Liability	36. (1) The members of a corporation are not, in that capacity, liable for any liability of the corporation, including any arising under paragraph 253(3)(f) or (g), or any act or default of the corporation, except as otherwise provided by this Act.	36. (1) Les membres de l'organisation ne sont pas responsables, en cette qualité, des obligations — y compris celles résultant de l'application des alinéas 253(3)f) ou g) —, des actes ou des omissions de l'organisation, sauf dans les cas prévus par la présente loi.	Immunité
Lien on membership	(2) Subject to subsection 42(2), the articles may provide that the corporation has a lien on a membership registered in the name of a member or the member's personal representative for a debt of that member to the corporation, including an amount unpaid in respect of a membership issued by a body corporate on the date it was continued as a corporation under this Act.	(2) Sous réserve du paragraphe 42(2), les statuts peuvent grever d'une charge en faveur de l'organisation l'adhésion d'un membre débiteur, ou de son représentant personnel, y compris celui qui n'a pas entièrement payé l'adhésion enregistrée par une personne morale avant sa prorogation sous le régime de la présente loi.	Adhésion grevée d'une charge
Enforcement of lien	(3) A corporation may enforce a lien referred to in subsection (2) in accordance with its by-laws.	(3) L'organisation peut faire valoir la charge visée au paragraphe (2) conformément aux règlements administratifs.	Exécution de la charge

PART 6

DEBT OBLIGATIONS, CERTIFICATES, REGISTERS AND TRANSFERS

INTERPRETATION

Definitions	37. (1) The following definitions apply in this Part.
“adverse claim” « <i>opposition</i> »	“adverse claim”, in respect of a debt obligation, includes a claim that a transfer was or would be

PARTIE 6

TITRES DE CRÉANCE, CERTIFICATS, REGISTRES ET TRANSFERT

DÉFINITIONS ET INTERPRÉTATION

Definitions	37. (1) Les définitions qui suivent s'appliquent à la présente partie.
« acquéreur » “ <i>purchaser</i> ”	« acquéreur » Personne qui acquiert un droit ou intérêt sur un titre de créance, par achat, hypo-

	wrongful or that a particular adverse person is the owner of or has an interest or right in the debt obligation.	thèque, gage, émission, réémission, donation ou toute autre opération consensuelle.	
“bearer” « porteur »	“bearer” means the person who is in possession of a debt obligation that is payable to bearer or endorsed in blank.	« acquéreur de bonne foi » Acquéreur contre valeur qui, n’ayant pas été avisé de l’existence d’oppositions, prend de bonne foi livraison d’un titre de créance.	« acquéreur de bonne foi » “good faith purchaser”
“broker” « courtier »	“broker” means a person who is engaged in whole or in part in the business of buying and selling debt obligations and who, in the transaction concerned, acts for, buys a debt obligation from or sells a debt obligation to a customer.	« acte de fiducie » S’entend au sens du paragraphe 104(1).	« acte de fiducie » “trust indenture”
“delivery” « livraison » ou « remise »	“delivery” means voluntary transfer of possession.	« bonne foi » L’honnêteté manifestée au cours de l’opération en cause.	« bonne foi » “good faith”
“fiduciary” « représentant »	“fiduciary” means any person who acts in a fiduciary capacity or as the administrator of the property of others and includes a personal representative of a deceased person.	« courtier » Personne qui se livre exclusivement ou non au commerce des titres de créance et qui, entre autres, dans les opérations en cause, agit pour un client.	« courtier » “broker”
“good faith” « bonne foi »	“good faith” means honesty in fact in the conduct of the transaction concerned.	« détenteur » Personne en possession d’un titre de créance au porteur ou d’un titre de créance nominatif ou endossé à son profit, au porteur ou en blanc.	« détenteur » “holder”
“good faith purchaser” « acquéreur de bonne foi »	“good faith purchaser” means a purchaser for value in good faith and without notice of any adverse claim who takes delivery of a debt obligation.	« émission excédentaire » Toute émission de titres de créance en excédent du nombre autorisé par l’acte de fiducie applicable.	« émission excédentaire » “overissue”
“holder” « détenteur »	“holder” means a person who is in possession of a debt obligation that is issued or endorsed to the person, to bearer or in blank.	« livraison » ou « remise » Transfert volontaire de la possession.	« livraison » ou « remise » “delivery”
“overissue” « émission excédentaire »	“overissue” means the issue of debt obligations in excess of any maximum number of debt obligations that the issuer is authorized by a trust indenture to issue.	« opposition » Est assimilé à l’opposition le fait de soutenir qu’un transfert est ou serait fautif ou qu’un opposant déterminé détient un droit, notamment de propriété, ou intérêt.	« opposition » “adverse claim”
“purchaser” « acquéreur »	“purchaser” means a person who takes an interest or right in a debt obligation by sale, mortgage, hypothec, pledge, issue, reissue, gift or any other voluntary transaction.	« porteur » Personne en possession d’un titre de créance au porteur ou endossé en blanc.	« porteur » “bearer”
“transfer” « transfert »	“transfer” includes transmission by operation of law.	« représentant » L’administrateur du bien d’autrui ou la personne qui agit à titre fiduciaire, notamment le représentant personnel d’une personne décédée.	« représentant » “fiduciary”
“trust indenture” « acte de fiducie »	“trust indenture” means a trust indenture as defined in subsection 104(1).	« transfert » Est assimilée au transfert la transmission par l’effet de la loi.	« transfert » “transfer”
“valid” « valide »	“valid” means issued in accordance with the applicable law and the by-laws of the issuer, or validated under section 54.	« valide » Soit émis légalement et conformément aux règlements administratifs de l’organisation, soit validé en vertu de l’article 54.	« valide » “valid”
Negotiable instruments	(2) Except when a transfer is restricted and noted on a debt obligation in accordance with subsection 42(2), a debt obligation is a negotiable instrument.	(2) Les titres de créance sont des effets négociables sauf si leur transfert fait l’objet de restrictions indiquées conformément au paragraphe 42(2).	Effets négociables
Registered form	(3) A debt obligation is in registered form if	(3) Est nominatif le titre de créance qui :	Titre de créance nominatif

	(a) it specifies a person who is entitled to the debt obligation or to the rights it evidences, and its transfer is capable of being recorded in a debt obligations register; or (b) it bears a statement that it is in registered form.	a) ou bien désigne nommément son titulaire, ou celui des droits dont il atteste l'existence, et peut faire l'objet d'un transfert sur le registre des titres de créance; b) ou bien porte une mention à cet effet.	
Order form	(4) A debt obligation is in order form if, by its terms, it is payable to the order of a person specified with reasonable certainty in it or to a person to whom it is assigned.	(4) Le titre de créance est à ordre si, d'après son libellé, il est payable à l'ordre d'une personne suffisamment désignée dans le titre ou cédé à une telle personne.	Titre de créance à ordre
Bearer form	(5) A debt obligation is in bearer form if it is payable to bearer according to its terms and not by reason of an endorsement.	(5) Est au porteur le titre de créance ainsi libellé, à l'exclusion de celui qui n'est payable au porteur qu'en raison d'un endossement.	Titre de créance au porteur
Guarantor or surety for issuer	(6) A guarantor or, in Quebec, a surety for an issuer is deemed to be an issuer to the extent of the guarantee, whether or not the obligation is noted on the debt obligation.	(6) La caution d'un émetteur ou, ailleurs qu'au Québec, son garant est réputé, dans les limites de sa garantie, avoir la qualité d'émetteur, indépendamment de la mention de son obligation sur le titre de créance.	Caution ou garant d'un émetteur
DEBT OBLIGATION CERTIFICATES		CERTIFICATS DE TITRES DE CRÉANCE	
Debt obligation certificate	38. An issuer shall provide a debt obligation holder, on request, with (a) a debt obligation certificate that complies with this Act; or (b) a non-transferable written acknowledgment of their right to obtain a debt obligation certificate.	38. L'émetteur fournit au détenteur de titre de créance, sur demande, soit un certificat de titre de créance conforme à la présente loi, soit une reconnaissance écrite et incessible du droit d'obtenir un tel certificat.	Certificat de titre de créance ou reconnaissance écrite
Fee	39. An issuer may charge a reasonable fee for a debt obligation certificate issued in respect of a transfer.	39. L'émetteur peut prélever un droit raisonnable pour la délivrance d'un certificat de titre de créance à l'occasion d'un transfert.	Droit exigible
Jointly held debt obligations	40. If debt obligations are held by more than one person, (a) an issuer is not required to issue more than one debt obligation certificate in respect of those debt obligations; and (b) delivery of a debt obligation certificate to one of the holders is sufficient delivery to them all.	40. L'émetteur n'est pas tenu de délivrer plus d'un certificat pour chaque titre de créance et la remise du certificat à l'un des détenteurs constitue délivrance suffisante pour tous.	Pluralité de détenteurs
Signatures	41. (1) A debt obligation certificate shall be signed by at least one of the following persons, or a facsimile of the signature shall be reproduced on the certificate: (a) a director or officer of the issuer; (b) a transfer agent or branch transfer agent of the issuer, or an individual acting on their behalf; or	41. (1) Le certificat de titre de créance doit être signé de la main — ou porter la reproduction de la signature — de l'une des personnes suivantes : a) un administrateur ou un dirigeant; b) un agent d'inscription ou de transfert de l'émetteur ou une personne physique agissant pour son compte;	Signatures

	(c) a trustee who certifies it in accordance with a trust indenture.	c) un fiduciaire qui le certifie conforme à l'acte de fiducie.	
Former director or officer	(2) An issuer may issue debt obligation certificates that contain the signature of a person who is no longer a director or officer and the validity of the certificate is not adversely affected.	(2) L'émetteur peut délivrer valablement tout certificat de titre de créance portant la signature d'un administrateur ou dirigeant qui a cessé d'occuper ses fonctions.	Ancien administrateur ou dirigeant
Contents of certificate	42. (1) The following information shall be stated on the face of each debt obligation certificate issued by an issuer: (a) the name of the issuer; (b) the words "Incorporated under the <i>Canada Not-for-profit Corporations Act</i> ", "constituée sous l'autorité de la <i>Loi canadienne sur les organisations à but non lucratif</i> ", "Subject to the <i>Canada Not-for-profit Corporations Act</i> " or "assujettie à la <i>Loi canadienne sur les organisations à but non lucratif</i> "; (c) the name of the person to whom it was issued unless it is in bearer form; and (d) the value represented by the certificate.	42. (1) Doivent être énoncés au recto du certificat de titre de créance délivré par l'émetteur : a) la dénomination de l'émetteur; b) l'expression «constituée sous l'autorité de la <i>Loi canadienne sur les organisations à but non lucratif</i> », «Incorporated under the <i>Canada Not-for-profit Corporations Act</i> », «assujettie à la <i>Loi canadienne sur les organisations à but non lucratif</i> » ou «Subject to the <i>Canada Not-for-profit Corporations Act</i> »; c) le nom du titulaire, sauf si le certificat est au porteur; d) la valeur que le certificat représente.	Contenu du certificat
Restrictions	(2) No restriction on transfer, lien or hypothec in favour of the issuer or unanimous member agreement is effective against a transferee of a debt obligation, issued by an issuer or by a body corporate before it is continued under this Act, who has no actual knowledge of the restriction, lien, hypothec or agreement unless it or a reference to it is noted conspicuously on the debt obligation certificate.	(2) Les certificats de titres de créance, délivrés par l'émetteur ou par une personne morale avant sa prorogation sous le régime de la présente loi, qui sont assujettis à des restrictions en matière de transfert, à des hypothèques ou privilèges en faveur de l'émetteur ou à une convention unanime des membres doivent les énoncer ou y faire clairement référence pour qu'ils soient opposables à tout cessionnaire de ce titre qui n'en a pas eu effectivement connaissance.	Restrictions
Restrictions	(3) If the issued debt obligations of an issuer remain outstanding and are held by more than one person, the issuer shall not restrict the transfer or ownership of its debt obligations of any class or series.	(3) L'émetteur dont les titres de créance en circulation sont détenus par plusieurs personnes ne peut soumettre à des restrictions le transfert ou le droit de propriété de ses titres de créance d'une quelconque catégorie ou série.	Limite
Contents of certificate	43. (1) Every debt obligation certificate, if the articles authorize more than one class or series of debt obligations, shall legibly (a) state the rights, privileges, restrictions and conditions attached to the debt obligations of each class and series that exist when the debt obligation certificate is issued; or (b) state that the class or series of debt obligations that it represents has rights, privileges, restrictions or conditions attached to it	43. (1) S'il peut y avoir plus d'une catégorie ou série de titres de créance, le certificat doit indiquer de manière lisible : a) soit les droits, privilèges, conditions et restrictions dont sont assortis les titres de créance de chaque catégorie et série existant lors de la délivrance du certificat; b) soit le fait que la catégorie ou la série de titres de créance qu'il représente est assortie de droits, privilèges, conditions et restric-	Contenu du certificat en cas de pluralité des catégories ou séries

and that the issuer will provide a debt obligation holder, on demand and without charge, with a full copy of the text of the rights, privileges, restrictions and conditions attached to each class or series authorized to be issued.

tions et que l'émetteur remettra gratuitement à tout détenteur de titre de créance qui en fait la demande le texte intégral des droits, privilèges, conditions et restrictions dont sont assortis les titres de créance de chaque catégorie ou série dont la délivrance est autorisée.

Copy of text

(2) If a debt obligation certificate contains a statement referred to in paragraph (1)(b), the issuer shall, on request, provide the debt obligation holder with the copy of the text referred to in that paragraph.

(2) L'émetteur qui délivre des certificats de titres de créance contenant les dispositions prévues à l'alinéa (1)b) fournit gratuitement aux détenteurs de titres de créance qui en font la demande copie du texte intégral.

Copie du texte

REGISTERS

REGISTRES

Registers

44. (1) A corporation that issues debt obligations shall maintain a debt obligations register in which it records the debt obligations issued by it in registered form, showing the prescribed information with respect to each class or series.

44. (1) L'organisation tient un registre des titres de créance nominatifs qu'elle émet, où elle indique pour chaque catégorie ou série les renseignements réglementaires.

Registre des titres de créance nominatifs

Location of register

(2) The debt obligations register shall be maintained at the issuer's registered office or at any other place in Canada designated by the directors.

(2) Le registre est tenu au siège ou en tout autre lieu au Canada choisi par les administrateurs.

Lieu du registre

Branch registers

(3) An issuer may maintain additional branch debt obligations registers in other places designated by the directors.

(3) L'émetteur peut tenir des registres locaux supplémentaires en tout autre lieu choisi par les administrateurs.

Registres locaux

Contents of branch register

(4) A branch debt obligations register shall only contain particulars of debt obligations issued or transferred at the branch. The same information shall also be recorded in the central register.

(4) Les renseignements mentionnés dans le registre local ne concernent que les titres de créance délivrés ou transférés dans la localité où est tenu ce registre et ils doivent également figurer au registre central.

Contenu des registres locaux

Production of certificates

(5) An issuer, its agent or mandatary, or a trustee as defined in subsection 104(1) is not required to produce a cancelled debt obligation certificate in registered form after the prescribed period.

(5) L'émetteur, ses mandataires ou le fiduciaire au sens du paragraphe 104(1) ne sont pas tenus de produire, après la période réglementaire, les certificats annulés de titres de créance nominatifs.

Production des certificats

Agent or mandatary

45. An issuer may appoint an agent or mandatary to maintain debt obligations registers on its behalf.

45. L'émetteur peut charger un mandataire de la tenue des registres pour son compte.

Mandataire

Registration

46. The registration of the issue or transfer of a debt obligation in any debt obligations register is complete and valid registration for all purposes.

46. Toute mention de la délivrance ou du transfert d'un titre de créance dans le registre des titres de créance, local ou central, en constitue une inscription complète et valide.

Inscription au registre

Trustee

47. An issuer or a trustee as defined in subsection 104(1) may treat the person whose name appears on the debt obligations register as the debt obligation's owner for all purposes.

47. L'émetteur ou le fiduciaire au sens du paragraphe 104(1) peut considérer la personne dont le nom est inscrit au registre des titres de créance comme le propriétaire.

Émetteur ou fiduciaire

Constructive registered holder	48. If an issuer restricts the right to transfer its debt obligations, the issuer may, despite section 47, treat a person as the registered holder of a debt obligation if the person provides the issuer with evidence that meets the requirements of the issuer that the person is (a) the heir or legatee of a deceased debt obligation holder or the fiduciary of the estate or succession of a deceased debt obligation holder or of a registered debt obligation holder who is a minor, an incapable person or a missing person; or (b) a liquidator of, or a trustee in bankruptcy for, a registered debt obligation holder.	48. L'émetteur qui limite le droit de transférer ses titres de créance peut, malgré l'article 47, considérer comme habilitée à exercer les droits du détenteur inscrit de titre de créance la personne qui lui fournit la preuve qu'il exige de sa qualité, à savoir : a) soit celle d'héritier ou de légataire d'un détenteur de titre de créance, de représentant de la succession d'un tel détenteur ou de représentant d'un détenteur inscrit de titre de créance qui est mineur, incapable ou absent; b) soit celle de liquidateur ou de syndic de faillite agissant pour un détenteur inscrit de titre de créance.	Personnes habilitées à exercer les droits
Proof of ownership	49. An issuer shall treat a person, other than one described in section 48, as being entitled to exercise the rights and privileges attached to a debt obligation if the person provides proof that the person has acquired ownership of the debt obligation by operation of law or has legal authority to exercise the rights and privileges.	49. L'émetteur doit considérer toute personne non visée à l'article 48 comme habilitée à exercer les droits ou privilèges attachés à des titres de créance dans la mesure où elle établit que la propriété des titres de créance lui est acquise par l'effet de la loi ou qu'elle est légalement autorisée à exercer ces droits ou privilèges.	Personnes habilitées à exercer les droits ou privilèges
Joint holder	50. If satisfactory proof of the death of a joint holder of a debt obligation with a right of survivorship is provided to an issuer, the issuer may treat any surviving joint holder as the owner of the debt obligation.	50. L'émetteur peut, sur preuve satisfaisante du décès de l'un des codétenteurs d'un titre de créance avec droit de survie, considérer les autres comme propriétaires de ce titre de créance.	Copropriétaires
Duties of issuer	51. An issuer is not required to inquire into the existence of, or see to the performance of, any duty owed to a third person by a registered holder, or a person who may be treated as a registered holder, of a debt obligation.	51. L'émetteur n'est pas tenu de s'enquérir de l'existence, à la charge du détenteur inscrit ou de la personne considérée comme habilitée à exercer les droits d'un détenteur inscrit de titre de créance, d'obligations envers les tiers, ni, le cas échéant, de leur exécution.	Précisions concernant les obligations de l'émetteur
Minors	52. If a minor exercises a right of ownership in a debt obligation of an issuer, no subsequent repudiation or avoidance or, in Quebec, nullity or reduction of obligations is effective against the issuer.	52. L'annulation et la réduction des obligations ou, ailleurs qu'au Québec, l'annulation et la répudiation ultérieure de l'exercice par un mineur de droits attachés à la propriété de titres de créance n'a d'effet contre l'émetteur.	Mineurs
Deceased owner	53. (1) Subject to any applicable law relating to the collection of taxes, a person who is an heir or a fiduciary of an estate or succession of a deceased debt obligation holder is entitled to become the registered holder or to designate a registered holder if the person deposits the following information with the issuer or its transfer agent, together with any reasonable assurances that the issuer may require:	53. (1) Sous réserve de toute loi applicable en matière de perception d'impôts, l'héritier d'un détenteur de titre de créance ou le représentant de la succession d'un tel détenteur est en droit de se faire inscrire comme détenteur ou de faire inscrire à ce titre la personne qu'il désigne, sur remise à l'émetteur ou à son agent de transfert des assurances que l'émetteur peut exiger et des documents suivants :	Décès

	(a) the debt obligation certificate or, in default of one, a document proving that the deceased was the debt obligation holder; (b) a document proving the death of the debt obligation holder; and (c) a document proving that the heir or fiduciary has the right under the law of the place in which the deceased was domiciled immediately before their death to deal with the debt obligation.	a) le certificat de titre de créance ou tout autre document prouvant que le défunt était le détenteur de titre de créance; b) tout document prouvant la mort du détenteur de titre de créance; c) tout document prouvant que l'héritier ou le représentant de la succession a le droit, sous le régime des lois du dernier domicile du défunt, d'effectuer toute opération à l'égard du titre de créance.	
Endorsement	(2) A debt obligation certificate referred to in paragraph (1)(a) shall be endorsed (a) in the case of a transfer to an heir or fiduciary, by that person; and (b) in any other case, in a manner acceptable to the issuer.	(2) Le certificat de titre de créance visé à l'alinéa (1)a) est : a) dans le cas d'un transfert à un représentant ou à un héritier, endossé par celui-ci; b) dans tous les autres cas, endossé d'une manière que l'émetteur estime acceptable.	Endossement
Right of issuer	(3) Deposit of the documents required by subsection (1) empowers an issuer or its transfer agent to record in a debt obligations register the transmission of a debt obligation from the deceased holder to the heir or fiduciary or to any person that the heir or fiduciary may designate and to treat the person who becomes a registered holder as the owner of the debt obligation.	(3) Le dépôt des documents exigés au paragraphe (1) donne à l'émetteur ou à son agent de transfert le pouvoir de consigner sur le registre des titres de créance la transmission des titres de créance du détenteur décédé au représentant ou aux héritiers ou à la personne qu'ils peuvent désigner et, par la suite, de considérer la personne qui en devient le détenteur inscrit comme leur propriétaire.	Droit de l'émetteur
Overissue	54. (1) Subject to this section, the provisions of this Part that validate a debt obligation or compel its issue or reissue do not apply if the validation, issue or reissue of a debt obligation would result in overissue.	54. (1) Sous réserve des autres dispositions du présent article, les dispositions de la présente partie validant des titres de créance ou en imposant l'émission ou la réémission ne peuvent avoir pour effet d'entraîner une émission excédentaire.	Émission excédentaire
Identical debt obligation	(2) A person who is entitled to a validation or issue may, if there has been an overissue and if a valid debt obligation that is similar in all respects to the debt obligation involved in the overissue is reasonably available for purchase, compel the issuer to purchase and deliver that debt obligation against the surrender of the debt obligation that the person holds.	(2) Les personnes habiles à réclamer la validation ou l'émission peuvent, s'il y a eu émission excédentaire et s'il est possible d'acquérir des titres de créance identiques à ceux qui sont excédentaires, contraindre l'émetteur à les acquérir et à les leur livrer sur remise de ceux qu'elles détiennent.	Titres de créance identiques
If identical debt obligation not available	(3) If a valid debt obligation that is similar in all respects to the debt obligation involved in the overissue is not reasonably available for purchase, the person who is entitled to the validation or issue may recover from the issuer an amount equal to the price the last purchaser for value paid for the invalid debt obligation.	(3) Les personnes habiles à réclamer la validation ou l'émission peuvent, s'il est impossible d'acquérir des titres de créance identiques à ceux qui sont excédentaires, recouvrer auprès de l'émetteur une somme égale au prix payé par le dernier acquéreur contre valeur des titres de créance non valides.	Recouvrement d'une somme égale

Increase in capital	(4) The overissued debt obligations are valid from the date they were issued only if the issuer increases the number of its authorized debt obligations to a number equal to or greater than the number of debt obligations previously authorized plus the number of the debt obligations overissued.	(4) Les titres de créance que l'émetteur est autorisé par la suite à émettre en excédent sont valides à compter de leur date d'émission.	Augmentation du capital
PROCEEDINGS		PROCÉDURE	
Rules of action	55. The following rules apply in an action on a debt obligation: (a) each signature on the debt obligation certificate or in a necessary endorsement is admitted unless specifically denied in the pleadings; (b) a signature on the debt obligation is presumed to be genuine and authorized but, if the effectiveness of the signature is in issue, the burden of establishing that it is genuine and authorized is on the party claiming under the signature; (c) if a signature is admitted or established, production of a debt obligation certificate entitles the holder to recover on it unless the other party establishes a defence or defect going to the validity of the debt obligation; and (d) if the other party establishes the defence or defect, the plaintiff has the burden of establishing that the defence or defect is ineffective against the plaintiff or some other person under whom the claim is made.	55. Dans tout procès portant sur des titres de créance : a) à défaut de contestation expresse dans les actes de procédure, les signatures figurant sur ces titres ou les endossements obligatoires sont admis sans autre preuve; b) les signatures figurant sur ces titres sont présumées être authentiques et autorisées, à charge pour la partie qui s'en prévaut de l'établir en cas de contestation; c) sur production du certificat dont la signature est admise ou prouvée, leur détenteur obtient gain de cause, sauf si l'autre partie soulève un moyen de défense ou l'existence d'un vice mettant en cause la validité de ces titres; d) il incombe au demandeur de prouver l'inopposabilité, à lui-même ou aux personnes dont il invoque les droits, des moyens de défense ou du vice dont l'autre partie établit l'existence.	Règles de procédure
DELIVERY		LIVRAISON DES TITRES DE CRÉANCE	
Delivery of debt obligations	56. (1) A person who is required to deliver debt obligations may deliver any debt obligation of the specified issue (a) in bearer form; (b) in registered form in the name of the transferee; or (c) endorsed to the person or in blank.	56. (1) La personne tenue de livrer des titres de créance peut livrer les titres de l'émission spécifiée de l'une des façons suivantes : a) au porteur; b) sous forme nominative au cessionnaire; c) endossés, au profit de cette personne, ou en blanc.	Livraison
Limitation	(2) Subsection (1) is subject to any agreement to the contrary, to any applicable Act of Parliament or of the legislature of a province, to any applicable regulation or to any applicable rule of a stock exchange or other regulatory body.	(2) La livraison est par ailleurs assujettie à toute convention à l'effet contraire ainsi qu'à toute loi fédérale ou provinciale, tout règlement ou toute règle d'une bourse ou d'un autre organisme de réglementation qui s'applique.	Limites

GENERAL

DISPOSITIONS GÉNÉRALES

Incorporation by reference	57. (1) The terms of a debt obligation include those stated on the debt obligation and those incorporated by reference to another document, an Act of Parliament or of the legislature of a province, a regulation, a rule or an order to the extent that the incorporated terms do not conflict with those stated on the debt obligation.	57. (1) Les modalités d'un titre de créance comprennent celles qui y sont énoncées et celles qui, dans la mesure où elles sont comparables avec les précédentes, y sont rattachées par renvoi à tout autre acte, loi fédérale ou provinciale, règlement, règle ou ordonnance.	Incorporation par renvoi
Purchaser without notice	(2) Subsection (1) applies to a good faith purchaser but the incorporation by reference is itself not notice of a defect to the purchaser even if the debt obligation expressly states that a person accepting it admits that notice.	(2) Le paragraphe (1) s'applique à l'acquéreur de bonne foi, mais l'incorporation par renvoi ne constitue pas en elle-même un avis de l'existence d'un vice même si le titre de créance énonce expressément que la personne qui l'accepte admet l'existence de cet avis.	Acquéreur de bonne foi
Validity of debt obligation	58. A debt obligation is valid in the hands of a good faith purchaser.	58. Le titre de créance entre les mains de tout acquéreur de bonne foi est valide.	Validité
Defence	59. Subject to section 62, the fact that a debt obligation is not genuine is a complete defence for the issuer even against a good faith purchaser.	59. Sous réserve de l'article 62, le défaut d'authenticité d'un titre de créance constitue, pour l'émetteur, un moyen de défense péremptoire, même contre l'acquéreur de bonne foi.	Moyen de défense
Defences	60. All other defences of an issuer, including non-delivery and conditional delivery of a debt obligation, are ineffective against a good faith purchaser.	60. L'émetteur ne peut opposer à l'acquéreur de bonne foi aucun autre moyen de défense, y compris l'absence de livraison ou la livraison sous condition d'un titre de créance.	Moyens de défense irrecevables
Deemed notice	61. (1) A purchaser is deemed to have notice of any defect in the issue of a debt obligation or any defence of the issuer if the debt obligation becomes stale within the meaning of subsection (2).	61. (1) L'acquéreur est réputé connaître tout vice relatif à l'émission d'un titre de créance ou tout moyen de défense opposé par l'émetteur si le titre de créance est périmé.	Connaissance réputée
Stale debt obligation	(2) A debt obligation becomes stale if (a) the purchaser takes the debt obligation later than the prescribed period that is after (i) the date on which performance of the principal obligation evidenced by the debt obligation was due, or (ii) the date on or after which the debt obligation is to be presented or surrendered for redemption or exchange; or (b) the payment of money or the delivery of debt obligations is required in order to present or surrender the debt obligation, the money or debt obligations are available on the day for the payment or delivery and the purchaser takes the debt obligation later than the prescribed period that is after that day.	(2) Un titre de créance est périmé dans l'un ou l'autre des cas suivants : a) l'acquéreur en prend livraison après la période réglementaire suivant : (i) soit la date prévue de l'exécution des obligations principales qu'il atteste, (ii) soit la date à partir de laquelle il devrait être présenté ou remis pour rachat ou échange; b) le versement de fonds ou la livraison de titres de créance est exigé pour la présentation ou la remise du titre de créance, les fonds ou les titres de créance sont disponibles le jour du paiement ou de la livraison et l'acquéreur prend livraison du titre de créance après la période réglementaire suivant ce jour.	Péremption des titres de créance

Unauthorized signature	62. (1) Subject to subsection (2), an unauthorized signature on a debt obligation is ineffective.	62. (1) La signature non autorisée apposée sur un titre de créance est sans effet.	Signature non autorisée
Limited effectiveness	(2) An unauthorized signature on a debt obligation is effective in favour of a good faith purchaser if the signature was made by (a) an authenticating trustee, transfer agent or other person entrusted by the issuer with the duty to sign the debt obligation, or similar debt obligations, or to prepare them for signing; or (b) an employee of the issuer or a person referred to in paragraph (a) who handles the debt obligation in the ordinary course of their duties.	(2) Elle produit néanmoins ses effets en faveur de l'acquéreur de bonne foi si elle émane : a) d'une personne chargée par l'émetteur, soit de signer ces titres ou des titres analogues ou d'en préparer directement la signature, soit d'en reconnaître l'authenticité, notamment un fiduciaire ou un agent de transfert; b) d'un employé de l'émetteur ou d'une personne visée à l'alinéa a) qui, dans le cadre normal de ses fonctions, a eu ou a ce titre en main.	Effet limité
Completion of debt obligation	63. If a debt obligation contains the signatures necessary for its issue or transfer but is incomplete in another respect, any person may complete it in accordance with their authority.	63. Le titre de créance revêtu des signatures requises pour son émission ou son transfert, mais ne portant pas une autre mention nécessaire, peut être complété par toute personne qui en a le pouvoir.	Titre de créance incomplet
Enforceability	64. A debt obligation that was completed incorrectly is enforceable by a good faith purchaser.	64. L'acquéreur de bonne foi d'un titre de créance complété incorrectement peut faire valoir ses droits.	Force exécutoire
Fraud	65. A completed debt obligation that was improperly altered, even if fraudulently altered, remains enforceable but only according to its original terms.	65. Le titre de créance irrégulièrement ou même frauduleusement modifié ne peut produire ses effets que conformément à ses modalités initiales.	Fraude
Guarantees	66. (1) A person signing a debt obligation as an authenticating trustee, transfer agent or other person entrusted by the issuer with the duty to sign the debt obligation guarantees to a good faith purchaser that (a) the debt obligation is genuine; (b) the person's acts in connection with the debt obligation are within the person's authority; and (c) the person has reasonable grounds for believing that the debt obligation is in the form and within the amount the issuer is authorized to issue.	66. (1) La personne chargée par l'émetteur, soit de signer un titre de créance, soit d'en reconnaître l'authenticité, notamment le fiduciaire ou l'agent de transfert, garantit à l'acquéreur de bonne foi, par sa signature : a) l'authenticité du titre; b) son pouvoir d'agir relativement à ce titre; c) l'existence de motifs raisonnables de croire que l'émetteur était autorisé à émettre sous cette forme un titre de ce montant.	Garanties
Liability	(2) Unless agreed otherwise, a person referred to in subsection (1) does not assume any further liability for the validity of the debt obligation.	(2) Sauf convention à l'effet contraire, les personnes visées au paragraphe (1) n'assument aucune autre responsabilité quant à la validité du titre de créance.	Limite de la responsabilité
Acquisition of rights	67. (1) On delivery of a debt obligation, the purchaser of the debt obligation acquires the rights in it that the transferor had or had authority to convey.	67. (1) Dès livraison du titre de créance, les droits transmissibles du cédant passent à l'acquéreur.	Acquisition des droits

Claim free	(2) A good faith purchaser of a debt obligation acquires it free from any adverse claim.	(2) L'acquéreur de bonne foi acquiert le titre de créance libre de toute opposition.	Titre libre d'opposition
No better position	(3) A purchaser who was a party to a fraud or illegality affecting a debt obligation or who, as a prior holder, had notice of an adverse claim does not have a better position by taking from a later good faith purchaser.	(3) Le fait de détenir un titre d'un acquéreur de bonne foi ne saurait modifier la situation du cessionnaire qui a participé à une fraude ou à un acte illégal mettant en cause la validité de ce titre ou qui, en tant qu'ancien détenteur, connaissait l'existence d'une opposition.	Situation inchangée
Limitation of the purchase	68. A purchaser acquires rights only to the extent of the interest or right purchased.	68. L'acquéreur n'acquiert de droits que dans les limites de son acquisition.	Droits limités
Deemed notice	69. (1) A purchaser of a debt obligation, or a broker for a seller or purchaser, is deemed to have notice of an adverse claim if (a) the debt obligation has been endorsed "for collection" or "for surrender" or for a purpose other than transfer; or (b) the debt obligation is in bearer form and has a statement on it that it belongs to a person other than the transferor.	69. (1) Est réputé connaître l'existence d'une opposition le courtier ou l'acquéreur d'un titre de créance : a) endossé «pour recouvrement», «pour remise» ou à toute fin n'emportant pas transfert; b) payable au porteur et revêtu d'une mention selon laquelle l'auteur du transfert n'en est pas propriétaire.	Connaissance réputée
Name	(2) The mere writing of a name on a debt obligation is not a statement for the purposes of paragraph (1)(b).	(2) La simple inscription d'un nom ne constitue pas la mention visée à l'alinéa (1)b).	Nom
No duty to inquire	70. (1) A purchaser of a debt obligation, or a broker for a seller or purchaser, has no duty to inquire into the rightfulness of the transfer and, subject to sections 69 and 71, has no notice of an adverse claim.	70. (1) L'acquéreur ou le courtier n'est ni tenu de s'enquérir de la régularité du transfert ni, sous réserve des articles 69 et 71, réputé connaître l'existence d'une opposition.	Limites
Third party holding	(2) Subsection (1) applies even if the purchaser or broker has notice that the debt obligation is held by a third person or is registered in the name of or endorsed by a fiduciary.	(2) Le paragraphe (1) s'applique même si l'acquéreur ou le courtier a connaissance de la détention du titre de créance pour le compte d'un tiers, de son inscription au nom d'un représentant ou de son endossement par ce dernier.	Titre détenu pour le compte d'un tiers
Deemed notice	71. A purchaser or broker who knows that the transaction is for the personal benefit of the fiduciary or is otherwise in breach of the fiduciary's duty is deemed to have notice of an adverse claim.	71. L'acquéreur ou le courtier qui sait que le représentant agit en violation de son mandat à des fins personnelles est réputé connaître l'existence d'une opposition.	Connaissance réputée
Staleness	72. (1) The following events do not constitute notice of an adverse claim except if the debt obligation becomes stale within the meaning of subsection (2): (a) an event that creates a right to performance of the principal obligation evidenced by the debt obligation; or (b) an event that sets the date on or after which the debt obligation is to be presented or surrendered for redemption or exchange.	72. (1) Ne vaut pas connaissance de l'existence d'une opposition, sauf péremption du titre de créance au titre du paragraphe (2), l'événement qui ouvre droit à l'exécution immédiate des obligations principales attestées par le titre de créance ou permet de fixer la date de présentation ou de remise de celui-ci pour rachat ou échange.	Limite

Staleness of debt obligation	(2) A debt obligation becomes stale if (a) the purchaser takes the debt obligation later than the prescribed period that is after (i) the date on which performance of the principal obligation evidenced by the debt obligation was due, or (ii) the date on or after which the debt obligation was to be presented or surrendered for redemption or exchange; or (b) the payment of money or the delivery of debt obligations is required in order to present or surrender the debt obligation, the money or debt obligations are available on the day for the payment or delivery and the purchaser takes the debt obligation later than the prescribed period that is after that day.	(2) Un titre de créance est périmé dans l'un ou l'autre des cas suivants : a) l'acquéreur en prend livraison après la période réglementaire suivant : (i) soit la date prévue de l'exécution des obligations principales qu'il atteste, (ii) soit la date à partir de laquelle il devrait être présenté ou remis pour rachat ou échange; b) le versement de fonds ou la livraison de titres de créance est exigé pour la présentation ou la remise du titre de créance, les fonds ou les titres de créance sont disponibles le jour du paiement ou de la livraison et l'acquéreur prend livraison du titre de créance après la période réglementaire suivant ce jour.	Péréemption des titres de créance
Guarantee	73. (1) A person who presents a debt obligation for registration of transfer or for payment or exchange guarantees to the issuer that the person is entitled to do so.	73. (1) La personne qui présente un titre de créance pour inscription de son transfert, pour paiement ou pour échange garantit à l'émetteur le bien-fondé de sa demande.	Garantie
Limitation on guarantee	(2) A good faith purchaser who receives a new, reissued or re-registered debt obligation and who registers a transfer guarantees only that the purchaser has no knowledge of any unauthorized signature in a necessary endorsement.	(2) L'acquéreur de bonne foi qui reçoit un titre de créance soit nouveau, soit réémis ou réinscrit et qui inscrit le transfert garantit seulement l'absence, à sa connaissance, de signatures non autorisées lors d'endossements obligatoires.	Limite
Content of guarantee	74. A person who transfers a debt obligation to a purchaser for value guarantees by the transfer only that (a) the transfer is effective and rightful; (b) the debt obligation is genuine and has not been materially altered; and (c) the person knows of nothing that might impair the validity of the debt obligation.	74. La personne qui transfère le titre de créance à l'acquéreur contre valeur garantit seulement : a) la régularité et le caractère effectif de ce transfert; b) l'authenticité du titre et l'absence de modification importante; c) l'inexistence, à sa connaissance, de vice mettant en cause la validité du titre.	Teneur de la garantie
Guarantee of intermediary	75. An intermediary delivering a debt obligation to a purchaser who knows that the intermediary is an intermediary guarantees only its good faith.	75. L'intermédiaire qui, au su de l'acquéreur, livre un titre de créance en qualité d'intermédiaire ne garantit que sa propre bonne foi.	Garantie de l'intermédiaire
Guarantee of broker	76. A broker shall give to a customer, to the issuer and to a purchaser the guarantees provided in sections 73 to 75 and has the rights and privileges of a purchaser under those sections, and those guarantees of and in favour of the broker acting as an agent or mandatary are in addition to guarantees given by the customer and guarantees given in favour of the customer.	76. Le courtier donne à son client, à l'émetteur ou à l'acquéreur les garanties prévues aux articles 73 à 75 et jouit des droits et privilèges que ces articles confèrent à l'acquéreur; les garanties que donne ou dont bénéficie le courtier agissant comme mandataire s'ajoutent aux garanties que donne ou dont bénéficie son client.	Garanties du courtier

Right to compel endorsement	77. If a registered debt obligation is delivered to a purchaser without a necessary endorsement, the purchaser has the right to demand the endorsement. The purchaser becomes a good faith purchaser after the endorsement.	77. En cas de transfert d'un titre de créance nominatif livré sans l'endossement obligatoire, l'acquéreur ne devient acquéreur de bonne foi qu'après l'endossement, qu'il peut formellement exiger.	Droit d'exiger l'endossement
Definition of "appropriate"	78. (1) In section 79, subsections 86(1) and 94(1) and section 98, "appropriate", with respect to a person, means that the person is (a) the person who is specified by the debt obligation or by a special endorsement to be entitled to the debt obligation; (b) if the person described in paragraph (a) is described as a fiduciary but is no longer serving as one, either that person or their successor; (c) if the debt obligation or endorsement mentioned in paragraph (a) specifies more than one person as fiduciaries and one or more of those persons is no longer a fiduciary, the remaining fiduciary or fiduciaries, whether or not a successor has been appointed or qualified; (d) if the person described in paragraph (a) is an individual and is without capacity to act by reason of death, minority or other incapacity, the person's fiduciary; (e) if the debt obligation or endorsement mentioned in paragraph (a) specifies more than one person with a right of survivorship and by reason of death not all of the persons can sign, the survivor or survivors; (f) a person who has the legal power to sign; or (g) to the extent that a person described in any of paragraphs (a) to (f) may act through an agent or mandatary, the person's authorized agent or mandatary.	78. (1) Sont habilités, pour l'application de l'article 79, des paragraphes 86(1) et 94(1) et de l'article 98 : a) le titulaire du titre de créance, mentionné sur celui-ci ou dans un endossement nominatif; b) la personne visée à l'alinéa a) désignée en qualité de représentant, mais qui n'agit plus en cette qualité, ou son successeur; c) tout représentant dont le nom figure parmi ceux qui sont mentionnés sur le titre de créance ou dans l'endossement visés à l'alinéa a), indépendamment de la présence d'un successeur nommé ou agissant à la place de ceux qui n'ont plus qualité; d) le représentant de la personne visée à l'alinéa a) si celle-ci est une personne physique décédée ou incapable, notamment en raison de sa minorité; e) tout survivant parmi les titulaires avec droit de survie nommés sur le titre de créance ou dans l'endossement mentionnés à l'alinéa a); f) la personne qui a le pouvoir légal de signer; g) le mandataire autorisé des personnes visées aux alinéas a) à f) dans la mesure où elles ont qualité pour désigner un mandataire.	Compétence
Time for determination	(2) The authority of a person signing is determined as of the time of signing.	(2) La compétence des signataires est déterminée au moment de la signature.	Appréciation de la compétence
Endorsement	79. (1) An endorsement of a debt obligation in registered form for the purposes of assignment or transfer is made when an appropriate person signs either the debt obligation or a separate document, or when the signature of an appropriate person is written without more on the back of the debt obligation.	79. (1) L'endossement d'un titre de créance nominatif se fait, aux fins de cession ou de transfert, par l'apposition, soit à l'endos de ce titre sans autre formalité, soit sur un document distinct, de la signature d'une personne habilitée à cette fin.	Endossement
Blank or special	(2) An endorsement may be in blank or special.	(2) L'endossement peut être nominatif ou en blanc.	Endossement nominatif ou en blanc

Blank endorsement	(3) An endorsement in blank includes an endorsement to bearer.	(3) L'endossement au porteur est assimilé à l'endossement en blanc.	Endossement en blanc
Special endorsement	(4) A special endorsement specifies the person to whom the debt obligation is to be transferred or who has power to transfer it.	(4) L'endossement nominatif désigne soit le cessionnaire, soit la personne qui a le pouvoir de transférer le titre de créance.	Endossement nominatif
Right of holder	(5) A holder may convert an endorsement in blank into a special endorsement.	(5) Le détenteur peut convertir l'endossement en blanc en endossement nominatif.	Droit du détenteur
Immunity of endorser	80. Unless agreed otherwise, the endorser does not, by the endorsement, assume any obligation that the debt obligation will be honoured by the issuer.	80. Sauf convention à l'effet contraire, l'endosseur ne garantit pas que l'émetteur honorera le titre de créance.	Immunité de l'endosseur
Partial endorsement	81. An endorsement purporting to be an endorsement of only part of a debt obligation representing units intended by the issuer to be separately transferable is effective to the extent of the endorsement.	81. L'endossement apparemment effectué pour une partie d'un titre de créance représentant des unités que l'émetteur avait l'intention de rendre transférables séparément n'a d'effet que dans cette mesure.	Endossement partiel
Effect of failure by fiduciary to comply	82. Failure of a fiduciary to comply with the document that is the source of the fiduciary's power or with the law of the jurisdiction governing the fiduciary relationship does not render the fiduciary's endorsement unauthorized for the purposes of this Part.	82. Ne constitue pas un endossement non autorisé au sens de la présente partie celui qu'effectue le représentant qui ne se conforme pas à l'acte qui l'habilite ou aux lois régissant son statut de représentant.	Fautes du représentant
Effect of endorsement	83. An endorsement of a debt obligation does not constitute a transfer until delivery of the debt obligation on which it appears or, if the endorsement is on a separate document, until delivery of both the debt obligation and the document.	83. L'endossement d'un titre de créance n'emporte son transfert que lors de la livraison du titre et, le cas échéant, du document distinct le constatant.	Effet de l'endossement
Endorsement in bearer form	84. An endorsement of a debt obligation in bearer form may give notice of an adverse claim under section 69 but does not otherwise affect any of the holder's rights.	84. L'endossement au porteur d'un titre de créance peut valoir connaissance de l'existence de l'opposition visée à l'article 69, mais ne porte pas autrement atteinte aux droits du détenteur.	Endossement au porteur
Effect of unauthorized endorsement	85. (1) The owner of a debt obligation may assert the ineffectiveness of an endorsement against the issuer or a purchaser, other than a purchaser for value without notice of an adverse claim who has in good faith received a new, reissued or re-registered debt obligation on registration of transfer, unless the owner (a) has ratified an unauthorized endorsement of the debt obligation; or (b) is otherwise precluded from impugning the effectiveness of an unauthorized endorsement.	85. (1) Le propriétaire d'un titre de créance peut opposer l'invalidité d'un endossement à l'émetteur ou à tout acquéreur, à l'exception de l'acquéreur contre valeur qui, n'ayant pas été avisé de l'existence de l'opposition, a reçu de bonne foi, lors d'un transfert, un titre de créance soit nouveau, soit réémis ou réinscrit, sauf: (a) s'il a ratifié un endossement non autorisé du titre; (b) s'il est par ailleurs privé du droit de contester la validité d'un endossement non autorisé.	Effet d'un endossement non autorisé

Liability of issuer	(2) An issuer who registers the transfer of a debt obligation on an unauthorized endorsement is liable for improper registration.	(2) L'émetteur engage sa responsabilité en procédant à l'inscription du transfert d'un titre de créance à la suite d'un endossement non autorisé.	Responsabilité de l'émetteur
Warranties of guarantor of signature	86. (1) A person who guarantees the signature of an endorser of a debt obligation warrants that, at the time of signing, the signer was an appropriate person to endorse and the signature was genuine.	86. (1) La personne qui garantit la signature de l'endosseur d'un titre de créance atteste l'authenticité de la signature et l'habilitation du signataire au moment de la signature.	Garantie de la signature
Limitation of liability	(2) A person who guarantees the signature of an endorser does not otherwise warrant the rightfulness of the transfer to which the signature relates.	(2) La personne qui garantit la signature de l'endosseur n'atteste pas la régularité du transfert.	Limite
Warranties of guarantor of endorsement	(3) A person who guarantees the endorsement of a debt obligation warrants both the signature and the rightfulness, in all respects, of the transfer to which the signature relates, but an issuer may not require a guarantee of endorsement as a condition to registration of transfer.	(3) La personne qui garantit l'endossement d'un titre de créance atteste la régularité tant de la signature que du transfert; toutefois, l'émetteur ne peut exiger une garantie d'endossement comme condition de l'inscription du transfert.	Garantie de l'endossement
Extent of liability	(4) If a guarantee referred to in subsection (1) or (3) is made to any person who, relying on the guarantee, takes or deals with the debt obligation, the guarantor is liable to the person for any loss resulting from breach of warranty.	(4) Si les garanties visées aux paragraphes (1) ou (3) sont données aux personnes qui négocient des titres de créance sur la foi de garanties, le garant est responsable des dommages causés par tout manquement en ce domaine.	Étendue de la responsabilité
Presumption of delivery	87. Delivery of a debt obligation to a purchaser occurs when (a) the purchaser or a person designated by the purchaser acquires possession of it; (b) the purchaser's broker acquires possession of a debt obligation specially endorsed to or issued in the name of the purchaser; (c) the purchaser's broker sends the purchaser confirmation of the purchase and the broker in the broker's records identifies a specific debt obligation as belonging to the purchaser; or (d) in respect of an identified debt obligation to be delivered while still in the possession of a third person, that person acknowledges that it is held for the purchaser.	87. Il y a livraison des titres de créance à l'acquéreur dès que, selon le cas : a) lui ou la personne qu'il désigne en prend possession; b) son courtier en prend possession, qu'ils soient émis au nom de l'acquéreur ou endossés nominativement à son profit; c) son courtier lui envoie confirmation de l'acquisition et indique, dans ses livres, que les titres appartiennent à l'acquéreur; d) un tiers reconnaît qu'il détient pour l'acquéreur les titres portant l'indication visée à l'alinéa c) et qui sont à livrer.	Présomption de livraison
Presumption of ownership	88. (1) A purchaser is the owner of a debt obligation held for the purchaser by a broker, but a purchaser is not a holder except in the cases described in paragraphs 87(b) and (c).	88. (1) L'acquéreur est propriétaire des titres de créance que détient pour lui son courtier, mais n'en est détenteur que dans les cas prévus aux alinéas 87b) et c).	Présomption de propriété
Ownership of part of fungible bulk	(2) If a debt obligation is part of a fungible bulk, by nature or usage of trade, a purchaser of	(2) L'acquéreur d'un titre de créance faisant partie d'un ensemble fongible — par nature ou en vertu des usages du commerce — prend une	Partie d'un ensemble fongible

the debt obligation is the owner of the proportionate share in the bulk.

Notice to debt obligations broker of adverse claim

(3) Notice of an adverse claim received by a broker or by a purchaser after the broker takes delivery as a holder for value is not effective against the broker or the purchaser, except that, as between the broker and the purchaser, the purchaser may demand delivery of an equivalent debt obligation in respect of which no notice of an adverse claim has been received.

Delivery of debt obligation

89. (1) Unless agreed otherwise, if a sale of a debt obligation is made through brokers, on a stock exchange or otherwise,

(a) the selling customer fulfils their duty to deliver when the customer delivers the debt obligation to the selling broker or to a person designated by the selling broker or when they cause an acknowledgement to be made to the selling broker that the debt obligation is held for the selling broker; and

(b) the selling broker, including a correspondence broker, acting for a selling customer fulfils their duty to deliver by delivering the debt obligation or a similar debt obligation to the buying broker or to a person designated by the buying broker or by effecting clearance of the sale in accordance with the rules of the exchange on which the transaction took place.

Duty to deliver

(2) Except as provided otherwise in this section and unless agreed otherwise, a transferor's duty to deliver a debt obligation under a contract of purchase is not fulfilled until the transferor delivers the debt obligation in negotiable form to the purchaser or to a person designated by the purchaser, or causes an acknowledgement to be made to the purchaser that the debt obligation is held for the purchaser.

Delivery to debt obligations broker

(3) A sale to a broker purchasing for the broker's own account is subject to subsection (2) and not subsection (1), unless the sale is made on a stock exchange.

Right to reclaim possession

90. (1) A person against whom the transfer of a debt obligation is wrongful may, against anyone except a good faith purchaser,

(a) reclaim possession of the debt obligation or obtain possession of a new debt obligation evidencing all or part of the same rights; or

(b) claim damages.

participation proportionnelle dans cet ensemble.

(3) L'avis d'opposition n'est pas opposable à l'acquéreur ou au courtier qui le reçoit après que ce dernier a pris livraison du titre de créance à titre onéreux; toutefois, l'acquéreur peut exiger du courtier la livraison d'un titre de créance équivalent qui n'a fait l'objet d'aucun avis d'opposition.

Avis inopposable

89. (1) Sauf convention à l'effet contraire, en cas de vente d'un titre de créance par l'intermédiaire de courtiers sur un marché boursier ou autrement :

a) le vendeur satisfait à son obligation de livrer soit en livrant le titre au courtier vendeur ou à la personne que celui-ci désigne, soit en l'informant qu'il est détenu pour son compte;

b) le courtier vendeur, y compris son correspondant, agissant pour le compte du vendeur, satisfait à son obligation de livrer soit en livrant le titre ou un titre semblable au courtier acquéreur ou à la personne que celui-ci désigne, soit en effectuant la compensation de la vente en conformité avec les règles du lieu de l'opération.

Livraison d'un titre de créance

(2) Sauf disposition contraire du présent article ou d'une convention, le cédant ne satisfait à son obligation de livrer, au titre d'un contrat d'acquisition, que sur livraison du titre de créance sous forme négociable soit à l'acquéreur, soit à la personne que celui-ci désigne, ou sur avertissement donné à l'acquéreur de la détention du titre pour son compte.

Obligation de livrer

(3) La vente à un courtier pour son propre compte est assujettie au paragraphe (2) et non au paragraphe (1), sauf si elle est effectuée sur un marché boursier.

Livraison au courtier

90. (1) La personne visée par un transfert de titre de créance fautif à son égard peut réclamer, sauf à l'acquéreur de bonne foi, soit la possession de ce titre ou d'un nouveau titre attestant tout ou partie des mêmes droits, soit des dommages-intérêts.

Remise en possession ou dommages-intérêts

Recovery when unauthorized endorsement	(2) If the transfer of a debt obligation is wrongful by reason of an unauthorized endorsement, the owner may reclaim possession of the debt obligation or a new debt obligation even from a good faith purchaser if the ineffectiveness of the purported endorsement is asserted against the purchaser under section 85.	(2) Le propriétaire d'un titre de créance visé par un transfert fautif à son égard par suite d'un endossement non autorisé peut réclamer la possession de ce titre ou d'un nouveau titre, même à l'acquéreur de bonne foi, si l'invalidité de l'endossement est opposée à l'acquéreur en vertu de l'article 85.	Remise en possession en cas d'endossement non autorisé
Right to requisites for registration	91. (1) Unless agreed otherwise, a transferor or shall, on demand, supply a purchaser with proof of the transferor's authority to transfer a debt obligation or with any other requisite that is necessary to obtain registration of the transfer of a debt obligation, but if the transfer is not for value, it is not necessary for the transferor to provide authority to transfer unless the purchaser pays the reasonable and necessary costs of the proof and transfer.	91. (1) Sauf convention à l'effet contraire, le cédant est obligé, sur demande de l'acquéreur, de fournir à celui-ci la preuve qu'il a le pouvoir d'effectuer le transfert ou toute autre pièce nécessaire à l'inscription; si le transfert est à titre gratuit, le cédant est déchargé de cette obligation à moins que l'acquéreur n'acquitte les frais raisonnables et nécessaires de la fourniture de la preuve et du transfert.	Droit d'obtenir les pièces nécessaires à l'inscription
Rescission of transfer	(2) If a transferor fails to comply with a demand under subsection (1) within a reasonable time, the purchaser may reject, rescind or resolve the transfer.	(2) L'acquéreur peut refuser ou résoudre le transfert si le cédant ne se conforme pas, dans un délai raisonnable, à toute demande faite au titre du paragraphe (1).	Refus ou résolution du transfert
Seizure of debt obligation	92. No seizure of a debt obligation or other interest or right evidenced by the debt obligation is effective until the person making the seizure obtains possession of the debt obligation.	92. La saisie portant sur un titre de créance ou sur un droit ou intérêt qu'il constate n'a d'effet que lorsque le saisissant en a obtenu la possession.	Saisie d'un titre de créance
Not liable if good faith delivery	93. An agent or mandatary, or a bailee, who in good faith has received debt obligations and sold, pledged or delivered them according to the instructions of the principal or mandator is not in breach of their duties as a fiduciary or otherwise liable even though they have no right to dispose of the debt obligations.	93. Le mandataire ou le baillaire qui, de bonne foi, a reçu, vendu, donné en gage ou délivré des titres de créance conformément aux instructions de son mandant, ne peut être tenu pour responsable du manquement à une obligation de représentant ou de tout autre manquement, même si le mandant n'avait pas le droit de disposer de ces titres de créance.	Absence de responsabilité
Duty to register transfer	94. (1) If a debt obligation in registered form is presented for transfer, the issuer shall register the transfer if (a) the debt obligation is endorsed by an appropriate person; (b) reasonable assurance is given that the endorsement is genuine and effective; (c) the issuer has no duty to inquire into adverse claims or has discharged that duty; (d) all applicable laws relating to the collection of taxes have been complied with; (e) the transfer is rightful or is to a good faith purchaser; and	94. (1) L'émetteur procède à l'inscription du transfert d'un titre de créance nominatif lorsque les conditions suivantes sont réunies : a) le titre de créance est endossé par une personne habilitée à cette fin; b) des assurances suffisantes sur l'authenticité et la validité de cet endossement lui sont données; c) l'émetteur n'est pas tenu de s'enquérir de l'existence d'oppositions ou il s'est acquitté de cette obligation; d) les lois applicables en matière de perception d'impôts ont été respectées;	Inscription obligatoire

	(f) any transfer fee referred to in section 39 has been paid.	e) le transfert est régulier ou est effectué au profit d'un acquéreur de bonne foi; f) tout droit de transfert visé à l'article 39 a été acquitté.	
Liability for delay	(2) An issuer who has a duty to register a transfer of a debt obligation is liable to the person presenting it for registration for any loss resulting from an unreasonable delay in registration or from the failure or refusal to register the transfer.	(2) L'émetteur tenu de procéder à l'inscription du transfert d'un titre de créance est responsable, envers la personne qui le présente à cet effet, du préjudice causé par tout retard indu ou par tout défaut ou refus.	Responsabilité
Assurance of endorsement	95. (1) An issuer may require an assurance that each necessary endorsement on a debt obligation is genuine and effective by requiring a guarantee of the signature of the person endorsing the debt obligation and by requiring (a) if the endorsement is by an agent or mandatary, reasonable assurance of authority to sign; (b) if the endorsement is by a fiduciary, evidence of appointment or incumbency; (c) if there is more than one fiduciary, reasonable assurance that all who are required to sign have done so; and (d) in any other case, assurance that corresponds as closely as is feasible to the cases set out in paragraphs (a) to (c).	95. (1) L'émetteur peut demander que lui soient données des assurances sur l'authenticité et la validité de chaque endossement obligatoire, en exigeant la garantie de la signature de l'endosseur et : a) en cas d'endossement par un mandataire, des assurances suffisantes sur son habilitation à signer; b) en cas d'endossement par un représentant, la preuve de sa nomination ou de son mandat; c) en cas de pluralité de représentants, des assurances suffisantes que tous les représentants dont la signature est requise ont signé; d) dans les autres cas, des assurances analogues à celles qui précèdent.	Garantie de l'endossement
Sufficiency of guarantee	(2) For the purpose of subsection (1), a guarantee of the signature of a person is sufficient if it is signed by or on behalf of a person whom the issuer believes, on reasonable grounds, to be a responsible person.	(2) Pour l'application du paragraphe (1), une signature est garantie lorsqu'elle est apposée par toute personne que l'émetteur a des motifs raisonnables de croire digne de confiance ou pour le compte d'une telle personne.	Garantie de la signature
Standards	(3) An issuer may adopt reasonable standards to determine responsible persons.	(3) L'émetteur peut adopter des normes raisonnables pour déterminer qui sont les personnes dignes de confiance.	Normes
Sufficiency of evidence of appointment or incumbency	(4) For the purpose of paragraph (1)(b), the following constitute sufficient evidence of appointment or incumbency of a fiduciary: (a) in the case of a fiduciary of a deceased debt obligation holder's estate or succession, a certified or notarial copy of the document referred to in paragraph 53(1)(c) and dated not earlier than the first day of the prescribed period before a debt obligation is presented for transfer; or (b) in the case of any other fiduciary, a copy of a document showing the appointment or other evidence believed by the issuer to be appropriate.	(4) Pour l'application de l'alinéa (1)b), preuve est faite de la nomination ou du mandat sur présentation : a) dans le cas d'un représentant de la succession d'un détenteur de titre de créance, de la copie certifiée conforme ou notariée du document visé à l'alinéa 53(1)c), qui ne peut porter une date antérieure au premier jour de la période réglementaire précédant la présentation pour transfert du titre de créance; b) dans tout autre cas, de la copie de tout document prouvant la nomination ou de toute autre preuve que l'émetteur estime suffisante.	Preuve de la nomination ou du mandat

Standards	(5) An issuer may adopt reasonable standards with respect to evidence referred to in paragraph (4)(b).	(5) L'émetteur peut adopter des normes raisonnables en matière de preuve pour l'application de l'alinéa (4)b).	Normes
No notice to issuer	(6) An issuer is deemed not to have notice of the contents of a document referred to in subsection (4) that is obtained by the issuer except to the extent that the contents relate directly to appointment or incumbency.	(6) L'émetteur n'est réputé connaître le contenu des documents obtenus en application du paragraphe (4) que dans la mesure où il se rapporte directement à une nomination ou à un mandat.	Absence de connaissance
Notice from additional documentation	96. If an issuer, in relation to a transfer, demands assurance other than an assurance specified in subsection 95(1) and obtains a copy of a will, trust or partnership agreement or a by-law or similar document, the issuer is deemed to have notice of all matters contained in the document that affect the transfer.	96. L'émetteur qui, dans le cadre d'un transfert, exige des assurances à des fins non visées au paragraphe 95(1) et obtient copie de documents, tels que testaments, contrats de fiducie ou de société de personnes ou règlements administratifs, est réputé avoir connaissance de tout ce qui, dans ces documents, concerne le transfert.	Connaissance réputée
Limited duty of inquiry	97. (1) An issuer to whom a debt obligation is presented for registration has a duty to inquire into adverse claims if (a) the issuer receives written notice of an adverse claim at a time and in a manner that provide the issuer with a reasonable opportunity to act on it before the issue of a new, reissued or re-registered debt obligation and the notice discloses the name and address of the claimant, the registered owner and the issue of which the debt obligation is a part; or (b) the issuer is deemed to have notice of an adverse claim from a document that it obtained under section 96.	97. (1) L'émetteur auquel est présenté un titre de créance pour inscription est tenu de s'enquérir de l'existence de toute opposition : a) dont il est avisé par écrit, à une date et d'une façon qui lui permettent normalement d'agir avant une émission ou une réémission ou réinscription, lorsque sont révélés les nom et adresse de l'opposant, l'identité du propriétaire inscrit et l'émission dont ce titre fait partie; b) dont il est réputé, sur le fondement d'un document obtenu au titre de l'article 96, avoir connaissance.	Limites de l'obligation de s'enquérir
Discharge of duty	(2) An issuer may discharge a duty of inquiry by any reasonable means, including notifying an adverse claimant by registered mail sent to the address provided by the adverse claimant or, if no such address has been provided, to the adverse claimant's residence or regular place of business, that a debt obligation has been presented for registration of transfer by a named person and that the transfer will be registered unless, no later than the prescribed period after the date of sending the notice, the issuer (a) is served with a court order; or (b) is provided with an indemnity bond or, in Quebec, a guarantee sufficient in the issuer's judgement to protect the issuer and any transfer agent or other agent or mandatary of the issuer from any loss that may	(2) L'émetteur peut s'acquitter par tout moyen raisonnable de son obligation, notamment en avisant l'opposant, par courrier recommandé envoyé à l'adresse fournie par lui ou, à défaut, à sa résidence ou au lieu où il exerce normalement ses activités, de la demande d'inscription du transfert d'un titre de créance présentée par une personne nommément désignée et du fait que le transfert sera inscrit sauf si, pendant la période réglementaire suivant l'envoi de cet avis, il reçoit : a) soit signification de l'ordonnance d'un tribunal; b) soit une garantie ou, ailleurs qu'au Québec, un cautionnement qu'il estime suffisant pour les protéger, lui et ses mandataires, notamment les agents d'inscription ou de transfert, du préjudice qu'ils pourraient subir pour avoir tenu compte de cette opposition.	Modes d'exécution de l'obligation

be incurred by any of them as a result of complying with the adverse claim.

Inquiry into
adverse claim

98. Unless an issuer is deemed to have notice of an adverse claim from a document that is obtained under section 96 or has received notice of an adverse claim under subsection 97(1), if a debt obligation presented for registration is endorsed by an appropriate person, the issuer has no duty to inquire into adverse claims and, in particular,

(a) an issuer registering a debt obligation in the name of a person who is a fiduciary or who is described as a fiduciary is not bound to inquire into the existence, extent or correct description of the fiduciary relationship and the issuer may then assume without inquiry that the newly registered owner continues to be the fiduciary until the issuer receives written notice that the fiduciary is no longer acting as such with respect to the particular debt obligation;

(b) an issuer registering a transfer on an endorsement by a fiduciary has no duty to inquire into whether the transfer is made in compliance with the document or with the law of the jurisdiction governing the fiduciary relationship; and

(c) an issuer is deemed not to have notice of the contents of a court record or a registered document even if the record or document is in the issuer's possession and the transfer is made on the endorsement of a fiduciary to the fiduciary specifically or to the fiduciary's nominee.

Duration of
notice of adverse
claim

99. A written notice of adverse claim received by an issuer is effective for the prescribed period unless the notice is renewed in writing.

Limitation on
issuer's liability

100. (1) Except as provided otherwise in any applicable law relating to the collection of taxes, an issuer is not liable to the owner or any other person who incurs a loss as a result of the registration of a transfer of a debt obligation if

(a) the necessary endorsements were on or with the debt obligation; and

(b) the issuer had no duty to inquire into adverse claims or had discharged that duty.

Limites en
l'absence de
connaissance ou
d'avis

98. L'émetteur qui soit n'est pas réputé avoir connaissance d'une opposition sur le fondement d'un document obtenu au titre de l'article 96, soit n'a pas reçu l'avis écrit visé au paragraphe 97(1), et auquel est présenté pour inscription un titre de créance endossé par une personne habilitée à cette fin n'est pas tenu de s'enquérir de l'existence d'oppositions et, en particulier :

a) s'il procède à l'inscription d'un titre de créance au nom d'un représentant ou d'une personne désignée comme telle, il n'est pas tenu de s'enquérir de l'existence, de l'étendue ni de la description exacte du statut du représentant et peut estimer que le propriétaire nouvellement inscrit demeure représentant, tant qu'il n'a pas reçu d'avis écrit à l'effet contraire;

b) s'il procède à l'inscription d'un transfert après endossement par un représentant, il n'est pas tenu de vérifier si ce transfert a été effectué conformément au document ou à la loi régissant le statut du représentant;

c) il est réputé ne pas avoir connaissance du contenu d'un dossier judiciaire ou d'un document enregistré, même dans les cas où ceux-ci se trouvent en sa possession et où le transfert est effectué après endossement par un représentant, au profit de ce dernier ou de la personne qu'il désigne.

Durée de
validité de l'avis

99. L'avis écrit d'une opposition est valide pendant la période réglementaire, sauf s'il est renouvelé par écrit.

Limites de la
responsabilité

100. (1) Sauf disposition contraire de toute loi applicable en matière de perception d'impôts, l'émetteur n'est pas responsable du préjudice que cause, notamment au propriétaire du titre de créance, l'inscription du transfert si les conditions suivantes sont réunies :

a) le titre est assorti des endossements requis;

b) l'émetteur n'était pas tenu de s'enquérir de l'existence d'oppositions ou il s'est acquitté de cette obligation.

Duty of issuer on wrongful registration	(2) If an issuer has registered a transfer of a debt obligation to a person not entitled to it, the issuer shall on demand deliver a similar debt obligation to the owner unless (a) the issuer is not liable by virtue of subsection (1); (b) the owner is precluded by subsection 101(1) from asserting a claim; or (c) the delivery would result in an overissue to which section 54 applies.	(2) L'émetteur qui fait inscrire à tort le transfert d'un titre de créance livre, sur demande, un titre de créance semblable au propriétaire, sauf si, selon le cas : a) il est exonéré de responsabilité en vertu du paragraphe (1); b) le propriétaire ne peut, en raison du paragraphe 101(1), faire valoir ses droits; c) la livraison entraînerait une émission excédentaire visée par l'article 54.	Faute de l'organisation
Lost or stolen debt obligation	101. (1) The owner of a debt obligation who fails to notify the issuer of an adverse claim, in writing, within a reasonable time after the owner knows of the loss, apparent destruction or wrongful taking of the debt obligation is precluded from asserting against the issuer a claim to a new debt obligation if the issuer has registered a transfer of the debt obligation.	101. (1) Le propriétaire d'un titre de créance qui omet d'aviser par écrit l'émetteur de son opposition dans un délai raisonnable après avoir pris connaissance de la perte, de la destruction apparente ou du vol de ce titre, ne peut faire valoir contre celui-ci, s'il a déjà procédé à l'inscription du transfert de ce titre, son droit d'obtenir un nouveau titre de créance.	Perte ou vol d'un titre de créance
Duty to issue new debt obligation	(2) If the owner of a debt obligation claims that the debt obligation has been lost, destroyed or wrongfully taken, the issuer shall issue a new debt obligation in place of the original one if the owner (a) so requests before the issuer has notice that the debt obligation has been acquired by a good faith purchaser; (b) provides the issuer with a sufficient indemnity bond or, in Quebec, a sufficient guarantee; and (c) satisfies any other reasonable requirements imposed by the issuer.	(2) L'émetteur émet un nouveau titre de créance au profit du propriétaire qui fait valoir la perte, la destruction ou le vol de l'un de ses titres et qui, à la fois : a) en fait la demande avant que l'émetteur ait connaissance de l'acquisition du titre par un acquéreur de bonne foi; b) lui fournit une garantie ou, ailleurs qu'au Québec, un cautionnement suffisant; c) satisfait aux autres exigences raisonnables qu'il lui impose.	Émission d'un nouveau titre de créance
Duty to register transfer	(3) If, after the issue of a new debt obligation under subsection (2), a good faith purchaser of the original debt obligation presents the original one for registration of transfer, the issuer shall register the transfer unless registration would result in an overissue to which section 54 applies.	(3) Après l'émission d'un nouveau titre de créance en application du paragraphe (2), l'émetteur procède à l'inscription du transfert du titre initial présenté à cet effet par tout acquéreur de bonne foi, sauf s'il en résulte une émission excédentaire visée par l'article 54.	Inscription du transfert
Right of issuer to recover	(4) In addition to the rights that an issuer has by reason of an indemnity bond or, in Quebec, a guarantee, the issuer may recover the new debt obligation issued under subsection (2) from the person to whom it was issued or any person taking under that person other than a good faith purchaser.	(4) Outre les droits résultant d'une garantie ou, ailleurs qu'au Québec, d'un cautionnement, l'émetteur peut recouvrer un nouveau titre de créance des mains de la personne au profit de laquelle il a été émis en application du paragraphe (2) ou, sauf s'il s'agit d'un acquéreur de bonne foi, de toute personne qui l'a reçu de celle-ci.	Recouvrement du nouveau titre de créance

Duty	102. An authenticating trustee, transfer agent or other agent or mandatary of an issuer has, in respect of the issue, registration of transfer and cancellation of a debt obligation of the issuer, (a) a duty to the issuer to exercise good faith and reasonable diligence; and (b) the same obligations to the holder or owner of the debt obligation and the same rights, privileges and immunities as the issuer.	102. Les mandataires de l'émetteur, notamment ses fiduciaires ou agents de transfert, chargés par celui-ci de reconnaître l'authenticité des titres de créance ont, eu égard à l'émission, l'inscription du transfert et l'annulation d'un titre de créance de l'émetteur : a) l'obligation envers lui d'agir de bonne foi et avec une diligence raisonnable; b) les mêmes obligations envers le détenteur ou le propriétaire du titre de créance et les mêmes droits que l'émetteur.	Obligation d'authentification du mandataire
Notice to agent or mandatary	103. Notice to an authenticating trustee, transfer agent or other agent or mandatary of an issuer is notice to the issuer in respect of the functions performed by the agent or mandatary.	103. L'avis adressé à la personne chargée par l'émetteur de reconnaître l'authenticité d'un titre de créance vaut dans la même mesure pour l'émetteur.	Avis au mandataire
PART 7 TRUST INDENTURES		PARTIE 7 ACTES DE FIDUCIE	
Definitions	104. (1) The following definitions apply in this Part.	104. (1) Les définitions qui suivent s'appliquent à la présente partie.	Définitions
"event of default" « défaut »	"event of default" means an event specified in a trust indenture on the occurrence of which a security interest effected by the trust indenture becomes enforceable, or the principal, interest or other money payable under the trust indenture becomes or may be declared to be payable before maturity, once all conditions — such as the giving of notice or the lapse of time — provided for by the trust indenture in connection with the event have been satisfied.	« acte de fiducie » Acte — y compris tout acte additif ou modificatif — établi par une personne morale après sa constitution ou sa prorogation sous le régime de la présente loi, en vertu duquel elle émet des titres de créance et dans lequel est désigné un fiduciaire pour les détenteurs de ces titres.	« acte de fiducie » "trust indenture"
"trustee" « fiduciaire »	"trustee" means any person appointed as trustee, including the administrator of the property of others, under the terms of a trust indenture to which a corporation is a party and includes any successor trustee.	« défaut » Événement précisé dans l'acte de fiducie qui entraîne, pourvu que les conditions prévues dans l'acte, notamment en matière d'envoi d'avis ou de délai, aient été observées, soit la réalisation de la sûreté constituée au titre de cet acte, soit la déchéance du terme quant au paiement du capital, de l'intérêt ou de toute autre somme à payer au titre de l'acte.	« défaut » "event of default"
"trust indenture" « acte de fiducie »	"trust indenture" means any deed, indenture or other instrument or act, including any supplement or amendment to one, made by a corporation after its incorporation or continuance under this Act, under which the corporation issues debt obligations and in which a person is appointed as trustee for the holders of the debt obligations issued under the deed, indenture or other instrument.	« fiduciaire » Toute personne, y compris ses remplaçants et l'administrateur du bien d'autrui, nommée à ce titre dans un acte de fiducie auquel l'organisation est partie.	« fiduciaire » "trustee"
Application	(2) This Part applies to a trust indenture if the debt obligations issued or to be issued under the trust indenture are part of a distribution to the public.	(2) La présente partie s'applique aux actes de fiducie prévoyant une émission de titres de créance par voie d'un appel public à l'épargne.	Champ d'application

Application for exemption	(3) On application, the Director may exempt a trust indenture from the application of this Part if the trust indenture, the debt obligations issued under it and the security interest effected by it are subject to a law of a province or a country other than Canada that is substantially equivalent to this Part.	(3) Le directeur peut, sur demande, soustraire à l'application de la présente partie les actes de fiducie, ainsi que les sûretés et titres de créance afférents, qui sont régis par une règle de droit provinciale ou étrangère fondamentalement semblable à la présente partie.	Demande : non-application de la présente partie
Conflict of interest	105. (1) No person shall accept an appointment as trustee if there is a material conflict of interest between their role as trustee and their role in any other capacity.	105. (1) Nul ne peut accepter d'être nommé fiduciaire si, de ce fait, il se trouverait en situation de conflit d'intérêts sérieux.	Conflit d'intérêts
Eliminating conflict of interest	(2) A trustee shall, within the prescribed period after becoming aware that a material conflict of interest exists, eliminate the conflict of interest or resign.	(2) Le fiduciaire qui apprend l'existence d'un conflit d'intérêts sérieux doit, dans le délai réglementaire, soit y mettre fin, soit se démettre de ses fonctions.	Suppression du conflit d'intérêts
Validity	(3) A trust indenture, any debt obligations issued under it and a security interest effected by it are valid despite a material conflict of interest of the trustee.	(3) L'acte de fiducie ainsi que les titres de créance et les sûretés afférents sont valides malgré l'existence d'un conflit d'intérêts sérieux mettant en cause le fiduciaire.	Validité
Removal of trustee	(4) The court may, on the application of an interested person, order, on any terms that it thinks fit, that a trustee who has contravened subsection (1) or (2) be replaced.	(4) Le tribunal peut, par ordonnance, sur demande de tout intéressé et selon les modalités qu'il estime indiquées, exiger le remplacement du fiduciaire qui contrevient aux paragraphes (1) ou (2).	Révocation du fiduciaire
Qualification of trustee	106. A trustee, or at least one of the trustees if more than one is appointed, shall be a body corporate incorporated under the laws of Canada or a province and authorized to carry on the business of a trust company.	106. Au moins un des fiduciaires nommés doit être une personne morale constituée en vertu des lois fédérales ou provinciales et autorisée à exercer l'activité d'une société de fiducie.	Qualités requises pour être fiduciaire
List of debt obligation holders	107. (1) A holder of debt obligations issued under a trust indenture may, on payment to the trustee of any reasonable fee and on sending to the trustee the statutory declaration referred to in subsection (4), require the trustee to furnish, within the prescribed period, a list of debt obligation holders setting out the prescribed information and updated in accordance with the regulations.	107. (1) Le détenteur de titre de créance émis en vertu d'un acte de fiducie peut, sur paiement de tous droits raisonnables et sur envoi au fiduciaire de la déclaration solennelle visée au paragraphe (4), exiger de celui-ci la remise, dans le délai réglementaire, d'une liste des détenteurs de titres de créance énonçant les renseignements réglementaires et mise à jour conformément aux règlements.	Liste des détenteurs de titres de créance
Duty of issuer	(2) On the demand of a trustee, the issuer of debt obligations shall furnish the trustee with the information required to enable the trustee to comply with subsection (1).	(2) L'émetteur d'un titre de créance fournit au fiduciaire, sur demande, les renseignements lui permettant de se conformer au paragraphe (1).	Obligation de l'émetteur
Corporate applicant	(3) If the applicant is a body corporate, the statutory declaration shall be made by a director or officer of the body corporate.	(3) La personne morale requérante fait établir la déclaration solennelle par un de ses administrateurs ou dirigeants.	Personne morale requérante
Contents of statutory declaration	(4) The statutory declaration shall	(4) La déclaration solennelle énonce :	Teneur de la déclaration solennelle

	(a) state the name and address of the applicant and, if the applicant is a body corporate, its address for service; and (b) state that the list will not be used except as permitted under subsection (5).	a) les nom et adresse du requérant et, si celui-ci est une personne morale, son adresse aux fins de signification; b) l'engagement de n'utiliser la liste que conformément au paragraphe (5).	
Use of list	(5) A list obtained under this section shall not be used by any person except in connection with (a) an effort to influence the voting of the holders of debt obligations; (b) an offer to acquire debt obligations; or (c) any other matter relating to the debt obligations or the affairs of the issuer, the guarantor or, in Quebec, the surety of the debt obligations.	(5) La liste obtenue en vertu du présent article ne peut être utilisée que dans le cadre : a) de démarches en vue d'influencer le vote des détenteurs de titres de créance; b) de l'offre d'acquiescer des titres de créance; c) de toute autre mesure concernant les titres de créance ou les affaires internes de l'émetteur ou de la caution ou, ailleurs qu'au Québec, du garant des titres de créance.	Utilisation de la liste
Evidence of compliance	108. (1) An issuer, a guarantor or, in Quebec, a surety of debt obligations issued or to be issued under a trust indenture shall, before taking any of the following actions, provide the trustee with evidence of compliance with the conditions, if any, in the trust indenture for taking that action: (a) the issue, certification or delivery of debt obligations under the trust indenture; (b) the release or release and substitution of property subject to a security interest effected by the trust indenture; or (c) the satisfaction and discharge of the trust indenture.	108. (1) L'émetteur ou la caution ou, ailleurs qu'au Québec, le garant des titres de créance émis ou à émettre en vertu d'un acte de fiducie doivent prouver au fiduciaire, avant de prendre l'une des mesures ci-après, qu'ils ont rempli les conditions afférentes à cette mesure et prévues par l'acte : a) émettre, certifier ou livrer les titres de créance; b) libérer ou remplacer les biens grevés de toute sûreté constituée au titre de l'acte; c) exécuter l'acte.	Preuve de l'observation des conditions
Duty of issuer, guarantor or surety	(2) On the demand of a trustee, the issuer, the guarantor or, in Quebec, the surety of debt obligations issued or to be issued under a trust indenture shall provide the trustee with evidence of compliance with the trust indenture by the issuer, guarantor or surety in respect of any act to be done by the trustee at their request.	(2) Sur demande du fiduciaire, l'émetteur ou la caution ou, ailleurs qu'au Québec, le garant des titres de créance émis ou à émettre en vertu d'un acte de fiducie doivent prouver au fiduciaire qu'ils ont rempli les conditions prévues par l'acte avant de lui demander d'agir.	Obligation de l'émetteur, de la caution ou du garant
Contents of declaration, etc.	109. Evidence of compliance as required by section 108 shall consist of a statutory declaration or certificate made by a director or an officer of the issuer, the guarantor or, in Quebec, the surety stating that the conditions referred to in that section have been complied with. If compliance with any of those conditions is subject to review by legal counsel, evidence of compliance also includes an opinion of legal counsel that those conditions have been complied with. If compliance with any of those conditions is subject to review by an auditor or	109. La preuve exigée à l'article 108 consiste en une déclaration solennelle ou un certificat établi par l'un des dirigeants ou administrateurs de l'émetteur ou de la caution ou, ailleurs qu'au Québec, du garant et attestant l'observation des conditions visées à cet article. En outre, si l'acte prévoit qu'un conseiller juridique doit se prononcer sur l'observation de certaines conditions qui y sont prévues, la preuve consiste en une opinion du conseiller qui en atteste l'observation. Si l'acte prévoit qu'un vérificateur ou un comptable doit se pro-	Teneur de la déclaration solennelle

accountant, evidence of compliance also includes an opinion or report of the public accountant of the issuer, guarantor or surety, or any other accountant that the trustee selects, that those conditions have been complied with.

noncer sur l'observation de certaines conditions qui y sont prévues, la preuve consiste en une opinion ou un rapport de la personne que peut choisir le fiduciaire — expert-comptable de l'émetteur ou de la caution ou, ailleurs qu'au Québec, du garant ou comptable — qui en atteste l'observation.

Further evidence of compliance

110. The evidence of compliance referred to in section 109 shall include a statement by the person giving the evidence

- (a) declaring that they have read and understand the conditions of the trust indenture referred to in section 108;
- (b) describing the nature and scope of the examination or investigation on which the statutory declaration, certificate, opinion or report is based; and
- (c) declaring that they have made the examination or investigation that they believe necessary to enable them to make their statutory declaration, certificate, opinion or report.

110. Toute preuve présentée sous la forme prévue à l'article 109 doit être assortie d'une déclaration de son auteur précisant :

- a) sa connaissance des conditions de l'acte de fiducie visées à l'article 108;
- b) la nature et l'étendue de l'examen ou des recherches effectués à l'appui de la déclaration solennelle, du certificat, de l'opinion ou du rapport;
- c) le fait qu'il a apporté toute l'attention estimée nécessaire à l'examen ou aux recherches.

Preuve supplémentaire

Trustee may require evidence of compliance

111. (1) On the demand of a trustee, the issuer, the guarantor or, in Quebec, the surety of debt obligations issued under a trust indenture shall provide the trustee with evidence in any form that the trustee may require for compliance with any condition relating to any action required or permitted to be taken by the issuer, guarantor or surety under the trust indenture.

111. (1) Sur demande du fiduciaire et en la forme qu'il peut exiger, l'émetteur ou la caution ou, ailleurs qu'au Québec, le garant des titres de créance émis en vertu d'un acte de fiducie doivent prouver au fiduciaire qu'ils ont rempli les conditions requises avant d'agir au titre de cet acte.

Présentation de la preuve au fiduciaire

Certificate of compliance

(2) At least once in each prescribed period beginning on the date of the trust indenture and at any other time on the demand of a trustee, the issuer, the guarantor or, in Quebec, the surety of debt obligations issued under a trust indenture shall provide the trustee with

- (a) a certificate that the issuer, the guarantor or, in Quebec, the surety has complied with all requirements contained in the trust indenture that, if not complied with, would, with the giving of notice, lapse of time or otherwise, constitute an event of default; or
- (b) a certificate of the particulars of any failure to comply with the requirements.

(2) L'émetteur ou la caution ou, ailleurs qu'au Québec, le garant des titres de créance émis en vertu d'un acte de fiducie fournissent au fiduciaire, sur demande et au moins une fois pendant la période réglementaire commençant à la date de l'acte, soit un certificat attestant qu'ils ont rempli les conditions prévues par l'acte, dont l'inobservation constituerait un cas de défaut notamment après remise d'un avis ou expiration d'un certain délai, soit, en cas d'inobservation de ces conditions, un état détaillé à ce sujet.

Certificat de conformité

Notice of default

112. The trustee shall give notice to the holders of debt obligations issued under a trust indenture of every event of default arising under the trust indenture and continuing at the time the notice is given, unless the trustee reasonably believes that it is in the best interests of

112. Le fiduciaire donne, dans le délai réglementaire, avis de tous les cas de défaut existants aux détenteurs de titres de créance émis en vertu d'un acte de fiducie, sauf s'il informe par écrit l'émetteur et la caution ou, ailleurs qu'au Québec, le garant qu'il a de bonnes rai-

Avis du défaut

the holders of the debt obligations to withhold the notice and so informs in writing the issuer, the guarantor or, in Quebec, the surety. The notice shall be given within the prescribed period.

Duties of trustee **113.** A trustee in exercising their powers and discharging their duties shall

(a) act honestly and in good faith with a view to the best interests of the holders of the debt obligations issued under the trust indenture; and

(b) exercise the care, diligence and skill of a reasonably prudent trustee.

Reliance on statements **114.** Despite section 113, a trustee is not liable if they rely in good faith on statements contained in a statutory declaration, certificate, opinion or report that complies with this Act or the trust indenture.

No exculpation **115.** No term of a trust indenture or of any agreement between a trustee and the holders of debt obligations issued under the trust indenture or between the trustee and the issuer, the guarantor or, in Quebec, the surety shall operate so as to relieve a trustee from the duties imposed on the trustee by section 113.

PART 8

RECEIVERS, RECEIVER-MANAGERS AND SEQUESTRATORS

Functions of receiver or sequestrator **116.** A receiver or sequestrator of any property of a corporation may, subject to the rights of secured creditors, receive the income from the property, pay the liabilities connected with the property and realize the security interest of those on behalf of whom the receiver or sequestrator is appointed, but, except to the extent permitted by a court, the receiver or sequestrator may not carry on the activities of the corporation.

Functions of receiver-manager **117.** A receiver-manager of the corporation may carry on any activities of the corporation to protect the security interest of those on behalf of whom the receiver-manager is appointed.

Directors' powers cease **118.** If a receiver-manager or sequestrator is appointed by a court or under an instrument or act, the powers of the directors of the corporation that a receiver-manager or sequestrator is authorized to exercise may not be exercised by

sons de croire qu'il est dans l'intérêt des détenteurs de ces titres que l'avis ne soit pas donné.

113. Le fiduciaire remplit son mandat avec intégrité et de bonne foi, au mieux des intérêts des détenteurs de titres de créance émis en vertu de l'acte de fiducie, ainsi qu'avec le soin, la diligence et la compétence d'un fiduciaire prudent.

Devoirs du fiduciaire

114. Malgré l'article 113, n'encourt aucune responsabilité le fiduciaire qui, de bonne foi, se fie à une déclaration solennelle, un certificat, une opinion ou un rapport conforme à la présente loi ou à l'acte de fiducie.

Foi accordée aux déclarations

115. Aucune disposition d'un acte de fiducie ou de tout accord intervenu entre le fiduciaire et soit les détenteurs de titres de créance émis en vertu de cet acte, soit l'émetteur ou la caution ou, ailleurs qu'au Québec, le garant ne peut relever ce fiduciaire des obligations découlant de l'article 113.

Caractère impératif des obligations

PARTIE 8

SÉQUESTRES ET SÉQUESTRES-GÉRANTS

116. Sous réserve des droits des créanciers garantis, le séquestre des biens d'une organisation peut en recevoir les revenus, en régler les dettes, réaliser les sûretés de ceux pour le compte desquels il est nommé et, dans les limites permises par le tribunal, exercer les activités de l'organisation.

Fonctions du séquestre

117. Le séquestre-gérant peut exercer les activités de l'organisation afin de protéger les sûretés de ceux pour le compte desquels il est nommé.

Fonctions du séquestre-gérant

118. Les administrateurs ne peuvent exercer ceux de leurs pouvoirs qui ont été conférés au séquestre ou, ailleurs qu'au Québec, au séquestre-gérant, nommé par le tribunal ou en vertu d'un acte.

Non-exercice des pouvoirs

the directors until the receiver-manager or sequestrator is discharged.

Duty to act	119. A receiver, receiver-manager or sequestrator appointed by a court shall act in accordance with the orders of the court.	119. Le séquestre ou le séquestre-gérant nommé par le tribunal doit agir en conformité avec les ordonnances rendues par celui-ci.	Obligation prévue dans une ordonnance
Duty under instrument or act	120. A receiver, receiver-manager or sequestrator appointed under an instrument or act shall act in accordance with that instrument or act and any order of a court made under section 122.	120. Le séquestre ou le séquestre-gérant nommé en vertu d'un acte doit agir en se conformant à cet acte et aux ordonnances rendues par le tribunal en vertu de l'article 122.	Obligations prévues dans un acte ou une ordonnance
Duty of care	121. A receiver, receiver-manager or sequestrator of a corporation appointed under an instrument or act shall (a) act honestly and in good faith; and (b) deal with any property of the corporation in their possession or control in a commercially reasonable manner.	121. Le séquestre ou le séquestre-gérant d'une organisation, nommé en vertu d'un acte, doit agir en toute honnêteté et de bonne foi et gérer conformément aux pratiques commerciales courantes les biens de l'organisation qui se trouvent en sa possession ou sous sa responsabilité.	Obligation de diligence
Orders given by court	122. On the application of a receiver, receiver-manager or sequestrator, whether appointed by a court or under an instrument or act, or of any interested person, a court may make (a) an order appointing, replacing or discharging a receiver, receiver-manager or sequestrator and approving their accounts; (b) an order determining the notice to be given to any interested person or dispensing with notice to any person; (c) an order fixing the remuneration of the receiver, receiver-manager or sequestrator; (d) an order requiring the receiver, receiver-manager or sequestrator, or a person by or on behalf of whom the receiver, receiver-manager or sequestrator is appointed, to make good any default in connection with the receiver's, receiver-manager's or sequestrator's custody or management of the property and activities of the corporation, or relieving the receiver, receiver-manager or sequestrator, or a person by or on behalf of whom the receiver, receiver-manager or sequestrator was appointed, from any default on any terms that the court thinks fit; (e) an order confirming any act of the receiver, receiver-manager or sequestrator; (f) an order giving directions on any matter relating to the duties of the receiver, receiver-manager or sequestrator; and	122. Le tribunal peut, par ordonnance, sur demande du séquestre ou du séquestre-gérant nommé par le tribunal ou en vertu d'un acte ou de tout intéressé : a) nommer, remplacer ou décharger de leurs fonctions le séquestre ou le séquestre-gérant et approuver leurs comptes; b) préciser les avis à donner aux intéressés ou accorder une dispense d'avis; c) fixer la rémunération du séquestre ou du séquestre-gérant; d) enjoindre au séquestre, au séquestre-gérant ainsi qu'aux personnes qui les ont nommés ou pour le compte desquelles ils l'ont été, de réparer leurs fautes ou les en dispenser, notamment en matière de garde des biens ou de gestion de l'organisation, selon les modalités qu'il estime indiquées; e) entériner les actes du séquestre ou du séquestre-gérant; f) donner des directives concernant les fonctions du séquestre ou du séquestre-gérant; g) prendre toute autre mesure qu'il estime indiquée.	Ordonnances du tribunal

Duties of receiver and receiver-manager

(g) any other order that it thinks fit.

123. A receiver or receiver-manager shall

(a) immediately notify the Director of their appointment and discharge;

(b) take into their custody and control the property of the corporation in accordance with the court order, instrument or act under which they are appointed;

(c) open and maintain a bank account in their name as receiver or receiver-manager of the corporation for the money of the corporation coming under their control;

(d) keep detailed accounts of all transactions carried out as receiver or receiver-manager;

(e) keep accounts of their administration that shall be available during usual business hours for inspection by the directors of the corporation;

(f) prepare at least once in every prescribed period after the date of their appointment financial statements of their administration as far as is practicable in the form required by section 172; and

(g) on completion of their duties, render a final account of their administration in the form adopted for interim accounts under paragraph (f).

PART 9

DIRECTORS AND OFFICERS

Duty to manage or supervise management

124. Subject to this Act, the articles and any unanimous member agreement, the directors shall manage or supervise the management of the activities and affairs of a corporation.

Number of directors

125. A corporation shall have one or more directors, but a soliciting corporation shall not have fewer than three directors, at least two of whom are not officers or employees of the corporation or its affiliates.

Qualifications of directors

126. (1) The following persons are disqualified from being a director of a corporation:

(a) anyone who is less than 18 years of age;

(b) anyone who has been declared incapable by a court in Canada or in another country;

123. Le séquestre ou le séquestre-gérant :

a) avise immédiatement le directeur tant de sa nomination que de la fin de son mandat;

b) prend sous sa garde et sous sa responsabilité les biens de l'organisation conformément à l'ordonnance ou à l'acte de nomination;

c) maintient, à son nom et en cette qualité, un compte bancaire pour tous les fonds de l'organisation dont il est responsable;

d) tient une comptabilité détaillée de toutes les opérations qu'il effectue en cette qualité;

e) tient une comptabilité de sa gestion et permet aux administrateurs de consulter les livres comptables pendant les heures normales d'ouverture;

f) dresse, au moins une fois au cours de la période réglementaire suivant sa nomination, des états financiers concernant sa gestion et, si possible, en la forme qu'exige l'article 172;

g) après l'exécution de son mandat, rend compte de sa gestion en la forme mentionnée à l'alinéa f).

Obligations du séquestre et du séquestre-gérant

PARTIE 9

ADMINISTRATEURS ET DIRIGEANTS

Fonctions des administrateurs

124. Sous réserve des autres dispositions de la présente loi, des statuts et de toute convention unanime des membres, les administrateurs gèrent les activités et les affaires internes de l'organisation ou en surveillent la gestion.

Nombre

125. Le conseil d'administration de l'organisation se compose d'un ou de plusieurs administrateurs; s'agissant d'une organisation ayant recours à la sollicitation, il compte au moins trois administrateurs dont deux ne sont ni dirigeants ni employés de celle-ci ou des personnes morales de son groupe.

Inhabilité

126. (1) Ne peuvent être administrateurs :

a) les personnes physiques de moins de dix-huit ans;

	(c) a person who is not an individual; and (d) a person who has the status of a bankrupt.	b) les personnes physiques qui ont été déclarées incapables par un tribunal, au Canada ou à l'étranger; c) les personnes autres que les personnes physiques; d) les personnes qui ont le statut de failli.	
Membership	(2) Unless the by-laws otherwise provide, a director of a corporation is not required to be a member of the corporation.	(2) Sauf disposition contraire des règlements administratifs, la qualité de membre n'est pas requise pour être administrateur d'une organisation.	Qualité de membre
No alternate directors	(3) No person shall act for an absent director at a meeting of directors.	(3) Nul ne peut agir à une réunion du conseil d'administration à la place d'un administrateur absent.	Suppléance
Organization meeting	127. (1) After the issue of the certificate of incorporation, the directors of a corporation shall hold a meeting at which the directors may (a) make by-laws; (b) adopt forms of debt obligation certificates and corporate records; (c) authorize the issue of debt obligations; (d) appoint officers; (e) appoint a public accountant to hold office until the first annual meeting of members; (f) issue memberships; (g) make banking arrangements; and (h) transact any other business.	127. (1) Après la délivrance du certificat de constitution, le conseil d'administration tient une réunion au cours de laquelle il peut : a) prendre des règlements administratifs; b) adopter les modèles des certificats de titres de créance et la forme des registres de l'organisation; c) autoriser l'émission de titres de créance; d) nommer les dirigeants; e) nommer un expert-comptable dont le mandat expire à la première assemblée annuelle; f) enregistrer des adhésions; g) prendre avec les institutions financières toutes les mesures nécessaires; h) traiter toute autre question.	Réunion
Exception	(2) Subsection (1) does not apply to a body corporate to which a certificate of amalgamation has been issued under subsection 208(4) or to which a certificate of continuance has been issued under subsection 211(5).	(2) Le paragraphe (1) ne s'applique pas à la personne morale qui obtient le certificat de fusion visé au paragraphe 208(4) ou le certificat de prorogation visé au paragraphe 211(5).	Exception
Calling meeting	(3) An incorporator or a director may call the meeting by giving notice of the time and place of the meeting to each director within the prescribed period.	(3) Tout fondateur ou administrateur peut convoquer la réunion en avisant chaque administrateur, selon les modalités de temps prévues par règlement, des date, heure et lieu de cette réunion.	Convocation de la réunion
Waiver of notice	(4) A director may waive notice of the meeting, and attendance of a director at the meeting is a waiver of notice of the meeting, except if the director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.	(4) L'administrateur peut renoncer à l'avis de convocation; sa présence à la réunion vaut renonciation, sauf lorsqu'il y assiste spécialement pour s'opposer aux délibérations au motif que la réunion n'est pas régulièrement convoquée.	Renonciation

Resolution in lieu of meeting	(5) If all directors sign a resolution dealing with any matter referred to in paragraphs (1)(a) to (g), they are not required to hold the meeting referred to in subsection (1).	(5) Il n'est pas obligatoire de tenir la réunion si les administrateurs signent une résolution portant sur toute question visée aux alinéas (1)a) à g).	Résolution tenant lieu de réunion
Filing resolution	(6) A copy of the resolution shall be kept with the minutes of the meetings of directors.	(6) Un exemplaire de la résolution est conservé avec les procès-verbaux des réunions.	Dépôt de la résolution
Notice of directors	128. (1) At the time of sending articles of incorporation, a notice of directors in the form that the Director fixes shall be sent to the Director.	128. (1) Une liste des administrateurs est envoyée au directeur, en la forme établie par lui, en même temps que les statuts constitutifs.	Liste des administrateurs
Term of office	(2) Each director named in the notice holds office from the issue of the certificate of incorporation until the first meeting of members.	(2) Le mandat des administrateurs dont le nom figure sur la liste commence à la date du certificat de constitution et se termine à la première assemblée.	Durée du mandat
Election of directors	(3) Members shall, by ordinary resolution at each annual meeting at which an election of directors is required, elect directors to hold office for a term expiring within the prescribed period.	(3) Les membres élisent par résolution ordinaire, à chaque assemblée où une élection est requise, les administrateurs dont le mandat expirera au cours de la période réglementaire.	Élection des administrateurs
Staggered terms	(4) It is not necessary that all directors elected at a meeting of members hold office for the same term.	(4) Il n'est pas nécessaire que le mandat de tous les administrateurs élus lors d'une assemblée ait la même durée.	Durée des mandats
No stated terms	(5) A director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of members following the director's election.	(5) Le mandat d'un administrateur élu pour une durée non expressément déterminée prend fin à la clôture de la première assemblée annuelle suivante.	Durée non déterminée
Incumbent directors	(6) Despite subsections (2), (3) and (5), if directors are not elected at a meeting of members, the incumbent directors continue in office until their successors are elected.	(6) Malgré les paragraphes (2), (3) et (5), le mandat des administrateurs, à défaut d'élections de nouveaux administrateurs lors d'une assemblée, se poursuit jusqu'à l'élection de leurs remplaçants.	Poursuite du mandat
Vacancy among candidates	(7) If a meeting of members fails to elect the number or the minimum number of directors required by the articles by reason of the lack of consent, the disqualification, the incapacity or the death of any candidate, the directors elected at that meeting may exercise all the powers of the directors if the number of directors so elected constitutes a quorum.	(7) Les administrateurs élus lors d'une assemblée qui, en raison de l'absence de consentement, de l'incapacité, de l'incapacité ou du décès de certains candidats, ne peut élire le nombre fixe ou minimal d'administrateurs requis par les statuts peuvent exercer tous les pouvoirs des administrateurs s'ils constituent le quorum au sein du conseil d'administration.	Vacances
Appointment of directors	(8) The directors may, if the articles of the corporation so provide, appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of members.	(8) Dans les cas où les statuts le prévoient, les administrateurs peuvent nommer un ou plusieurs administrateurs supplémentaires dont le mandat expirera au plus tard à la clôture de la prochaine assemblée annuelle, à condition que le nombre total des administrateurs ainsi nommés n'excède pas le tiers du nombre des administrateurs élus à la dernière assemblée annuelle.	Nominations entre les assemblées annuelles

Election or appointment as director	(9) An individual who is elected or appointed to hold office as a director is not a director, and is deemed not to have been elected or appointed to hold office as a director, unless (a) the individual was present at the meeting when the election or appointment took place and did not refuse to hold office as a director; or (b) the individual was not present at the meeting when the election or appointment took place and (i) consented to hold office as a director in writing before the election or appointment or within the prescribed period, or (ii) has acted as a director after the election or appointment.	(9) L'élection ou la nomination d'une personne physique au poste d'administrateur est subordonnée : a) si elle était présente à l'assemblée qui l'élit ou la nomme administrateur, à son consentement à occuper ce poste; b) si elle était absente, soit à son consentement à occuper ce poste, donné par écrit avant son élection ou sa nomination ou dans le délai réglementaire, soit au fait qu'elle a rempli les fonctions de ce poste après son élection ou sa nomination.	Consentement à l'élection ou à la nomination
Ceasing to hold office	129. (1) A director of a corporation ceases to hold office when the director dies, resigns, is removed in accordance with section 130 or becomes disqualified under section 126.	129. (1) Le mandat de l'administrateur prend fin s'il décède, démissionne, est révoqué en vertu de l'article 130 ou devient inhabile à l'exercer en application de l'article 126.	Fin du mandat
Effective date of resignation	(2) A resignation of a director becomes effective at the time a written resignation is sent to the corporation or at the time specified in the resignation, whichever is later.	(2) La démission de l'administrateur prend effet à la date où il en informe par écrit l'organisation ou à la date indiquée si elle est postérieure.	Prise d'effet de la démission
Removal of directors	130. (1) The members of a corporation may by ordinary resolution at a special meeting remove any director or directors from office.	130. (1) Les membres peuvent, lors d'une assemblée extraordinaire, révoquer un ou plusieurs administrateurs par résolution ordinaire.	Révocation des administrateurs
Exception	(2) A director elected by a class or group of members that has an exclusive right to elect the director may only be removed by an ordinary resolution of those members.	(2) Toutefois, les administrateurs ne peuvent être révoqués que par résolution ordinaire des membres qui ont le droit exclusif de les élire.	Exception
Vacancy	(3) A vacancy created by the removal of a director may be filled at the meeting of the members at which the director is removed or, if not so filled, may be filled under section 132.	(3) Toute vacance découlant d'une révocation peut être comblée lors de l'assemblée qui a prononcé la révocation ou, à défaut, conformément à l'article 132.	Vacances
Resignation or removal	(4) If all of the directors have resigned or have been removed without replacement, a person who manages or supervises the management of the activities or affairs of the corporation is deemed to be a director for the purposes of this Act.	(4) Si tous les administrateurs démissionnent ou sont révoqués sans être remplacés, quiconque gère les activités ou les affaires internes de l'organisation ou en surveille la gestion est réputé être un administrateur pour l'application de la présente loi.	Démission ou révocation
Exception	(5) Subsection (4) does not apply to (a) an officer who manages the activities or affairs of the corporation under the direction or control of a member or other person; (b) a lawyer, a notary, an accountant or other professional who participates in the man-	(5) Le paragraphe (4) ne s'applique pas aux personnes suivantes : a) le dirigeant qui gère les activités ou les affaires internes de l'organisation sous la direction ou la responsabilité d'un membre ou d'une autre personne;	Exceptions

agement of the corporation solely by providing professional services; or

(c) a trustee in bankruptcy, receiver, receiver-manager, sequestrator or secured creditor who participates in the management of the corporation or exercises control over its property solely for the purpose of the realization of security or, in the case of bankruptcy, the administration of a bankrupt's estate.

b) l'avocat, le notaire, le comptable ou tout autre professionnel qui participe à la direction de l'organisation uniquement par la fourniture de services professionnels;

c) le syndic de faillite, le séquestre, le séquestre-gérant ou le créancier garanti qui participe à la direction de l'organisation ou a la responsabilité de ses biens uniquement dans le but de réaliser les sûretés ou d'administrer les biens d'un failli, dans le cas d'un syndic de faillite.

Statement of director

131. (1) Subject to the by-laws, a director is entitled to submit to the corporation a written statement giving reasons for resigning or for opposing the removal or replacement of the director if a meeting is called for that purpose.

131. (1) Sous réserve des règlements administratifs, l'administrateur peut, lors d'une assemblée convoquée à cette fin, présenter à l'organisation une déclaration écrite exposant les raisons de sa démission ou de son opposition à sa révocation ou à son remplacement.

Déclaration de l'administrateur

Circulating statement

(2) A corporation shall immediately give notice to the members of the statement in the manner referred to in section 162.

(2) L'organisation avise sans délai les membres, de la manière visée à l'article 162, de l'existence de la déclaration.

Diffusion de la déclaration

Statement to Director

(3) A corporation shall immediately send a copy of the statement to the Director.

(3) L'organisation envoie sans délai au directeur une copie de la déclaration.

Copie au directeur

Immunity

(4) No corporation or person acting on its behalf incurs any liability by reason only of complying with this section.

(4) L'organisation ou la personne agissant en son nom n'engagent pas leur responsabilité en agissant conformément au présent article.

Immunité

Filling vacancy

132. (1) Subject to subsections (4) and (5), a quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors provided for in the articles or a failure to elect the number or minimum number of directors provided for in the articles.

132. (1) Sous réserve des paragraphes (4) et (5), les administrateurs peuvent, s'il y a quorum, combler les vacances survenues au sein du conseil, à l'exception de celles qui résultent du défaut d'élire le nombre fixe ou minimal d'administrateurs prévu par les statuts ou d'une augmentation du nombre fixe, minimal ou maximal d'administrateurs prévu par les statuts.

Manière de combler les vacances

Calling meeting

(2) If there is not a quorum of directors or if there has been a failure to elect the number or minimum number of directors provided for in the articles, the directors then in office shall without delay call a special meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member.

(2) Les administrateurs en fonctions doivent, s'ils ne forment pas quorum ou s'il y a eu défaut d'élire le nombre fixe ou minimal d'administrateurs prévu par les statuts, convoquer dans les meilleurs délais une assemblée extraordinaire en vue de combler les vacances; s'ils négligent de le faire ou s'il n'y a aucun administrateur en fonctions, tout membre peut convoquer cette assemblée.

Convocation d'une assemblée

Order of appointment

(3) If a corporation has neither directors nor members, the court may, on the application of an interested party, make an order appointing the required number or minimum number of directors provided for in the articles.

(3) Si l'organisation n'a pas d'administrateurs ni de membres, le tribunal peut, par ordonnance, sur demande de tout intéressé, nommer le nombre fixe ou minimal d'administrateurs prévu par les statuts.

Nomination d'administrateurs

Director elected by class or group	(4) If any class or group of members has an exclusive right to elect one or more directors and a vacancy occurs among those directors, (a) subject to subsection (5), the remaining directors elected by the class or group may fill the vacancy, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors provided for in the articles for that class or group or from a failure to elect the number or minimum number of directors provided for in the articles for the class or group; or (b) if there are no remaining directors, any member of the class or group may call a meeting of the class or group to fill the vacancy.	(4) Les vacances survenues parmi les administrateurs que les membres d'une catégorie ou d'un groupe donné ont le droit exclusif d'élire peuvent être comblées : a) soit, sous réserve du paragraphe (5), par les administrateurs en fonctions élus par ces membres, à l'exception des vacances résultant du défaut d'élire le nombre fixe ou minimal d'administrateurs prévu par les statuts ou d'une augmentation du nombre fixe, minimal ou maximal d'administrateurs prévu par les statuts; b) soit, en l'absence d'administrateurs en fonctions, lors de l'assemblée que tout membre de cette catégorie ou de ce groupe peut convoquer pour combler les vacances.	Administrateurs élus par une catégorie ou un groupe de membres
Member filling vacancy	(5) The by-laws may provide that a vacancy among the directors shall be filled only by a vote of the members, or by a vote of the members of any class or group having an exclusive right to elect one or more directors if the vacancy occurs among the directors elected by that class or group.	(5) Les règlements administratifs peuvent prévoir que les vacances au sein du conseil d'administration seront comblées uniquement à la suite d'un vote soit des membres, soit des membres de la catégorie ou du groupe de membres ayant le droit exclusif de le faire.	Élection par les membres
Unexpired term	(6) A director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.	(6) L'administrateur nommé ou élu pour combler une vacance remplit la partie non expirée du mandat de son prédécesseur.	Mandat
Change in number of directors	133. (1) The members of a corporation may amend the articles to increase or decrease the number of directors, or the minimum or maximum number of directors, but no decrease shall shorten the term of an incumbent director.	133. (1) Les membres peuvent modifier les statuts en vue d'augmenter ou de diminuer le nombre fixe, minimal ou maximal d'administrateurs. Toutefois, la diminution du nombre d'administrateurs ne peut entraîner une réduction de la durée du mandat des administrateurs en fonctions.	Modification du nombre d'administrateurs
Election of directors where articles amended	(2) If the members at a meeting adopt an amendment to the articles of a corporation to increase or decrease the number or minimum or maximum number of directors, the members may, at the meeting, elect the number of directors authorized by the amendment, and for that purpose, despite subsections 202(1) and 276(3), on the issue of a certificate of amendment the articles are deemed to be amended as of the date the members adopt the amendment.	(2) En cas de modification des statuts pour augmenter ou diminuer le nombre fixe, minimal ou maximal d'administrateurs, les membres peuvent, au cours de l'assemblée à laquelle ils adoptent la modification, élire le nombre d'administrateurs que celle-ci autorise; à cette fin, les statuts, dès l'octroi d'un certificat de modification, malgré les paragraphes 202(1) et 276(3), sont réputés modifiés à la date de l'adoption de la modification par les membres.	Élection des administrateurs à la suite de la modification des statuts
Fixing the number of directors	(3) If a minimum and maximum number of directors is provided for in the articles, the members may, from time to time by ordinary resolution, fix the number of directors of the corporation and the number of directors to be elected at annual meetings of the members or	(3) Si les statuts prévoient les nombres minimal et maximal d'administrateurs, les membres peuvent, par résolution ordinaire, fixer le nombre d'administrateurs de l'organisation ainsi que le nombre d'administrateurs à élire lors de l'assemblée ou déléguer ces pouvoirs aux	Choix du nombre d'administrateurs

delegate those powers to the directors. No decrease in the number of directors shall shorten the term of an incumbent director.

administrateurs. Toutefois, une diminution de ces nombres ne peut entraîner une réduction de la durée du mandat des administrateurs en fonctions.

Notice of change of director or director's address	134. (1) A corporation shall send to the Director a notice, within the prescribed period and in the form that the Director fixes, setting out any change among its directors or of the address of a director.	134. (1) L'organisation avise le directeur, dans le délai réglementaire et en la forme établie par lui, de tout changement de la composition de son conseil d'administration ou du changement d'adresse d'un administrateur.	Avis de changement au directeur
Director's change of address	(2) A director shall, within the prescribed period, send the corporation a notice of any change in his or her address.	(2) S'il change d'adresse, l'administrateur en avise l'organisation dans le délai réglementaire.	Avis de changement à l'organisation
Application to court	(3) The court may, on the application of an interested person or the Director, make an order requiring a corporation to comply with subsection (1) and make any further order that it thinks fit.	(3) Le tribunal peut, par ordonnance, sur demande de tout intéressé ou du directeur, obliger l'organisation à se conformer au paragraphe (1) et prendre toute mesure supplémentaire qu'il estime indiquée.	Demande au tribunal
Attendance at meeting	135. A director is entitled to attend and be heard at every meeting of members.	135. Les administrateurs peuvent assister aux assemblées et ont le droit d'y être entendus.	Présence aux assemblées
Meeting of directors	136. (1) Unless the articles or by-laws otherwise provide, the directors may meet at any place and on any notice that the by-laws require.	136. (1) Sauf disposition contraire des statuts ou des règlements administratifs, les administrateurs peuvent se réunir en tout lieu après avoir donné l'avis exigé par les règlements administratifs.	Réunion du conseil
Quorum	(2) Subject to the articles or by-laws, a majority of the number of directors or minimum number of directors required by the articles constitutes a quorum at any meeting of directors, and, despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.	(2) Sous réserve des statuts et des règlements administratifs, la majorité du nombre fixe ou minimal d'administrateurs constitue le quorum; lorsque celui-ci est atteint, les administrateurs peuvent exercer leurs pouvoirs malgré toute vacance en leur sein.	Quorum
Notice of meeting	(3) A notice of a meeting of directors shall specify any matter referred to in subsection 138(2) that is to be dealt with at the meeting but, unless the by-laws otherwise provide, need not specify the purpose of or the business to be transacted at the meeting.	(3) L'avis de convocation d'une réunion fait état des questions à régler tombant sous le coup du paragraphe 138(2), mais, sauf disposition contraire des règlements administratifs, n'a besoin de préciser ni l'objet ni l'ordre du jour de la réunion.	Avis de la réunion
Waiver of notice	(4) A director may waive notice of a meeting of directors, and attendance of a director at a meeting of directors is a waiver of notice of the meeting, except if the director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.	(4) L'administrateur peut renoncer à l'avis de convocation; sa présence à la réunion vaut renonciation, sauf lorsqu'il y assiste spécialement pour s'opposer aux délibérations au motif que la réunion n'est pas régulièrement convoquée.	Renonciation
Adjournment	(5) Notice of an adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.	(5) Il n'est pas nécessaire de donner avis de l'ajournement d'une réunion si les date, heure et lieu de la reprise sont annoncés lors de la réunion initiale.	Ajournement

One director meeting	(6) If a corporation has only one director, that director may constitute a meeting.	(6) L'administrateur unique d'une organisation peut tenir une réunion.	Administrateur unique
Participation	(7) Subject to the by-laws, a director may, in accordance with the regulations, if any, and if all the directors of the corporation consent, participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of this Act to be present at that meeting.	(7) Sous réserve des règlements administratifs et du consentement de tous les administrateurs, tout administrateur peut, conformément aux éventuels règlements, participer à une réunion par tout moyen de communication — téléphonique, électronique ou autre — permettant à tous les participants de communiquer adéquatement entre eux; il est alors réputé, pour l'application de la présente loi, avoir assisté à la réunion.	Participation
Decisions made by consensus	137. (1) The by-laws may provide that the directors or members shall make any decision by consensus, including a decision required to be made by a vote, except a decision taken (a) by a resolution referred to in subsection 182(1); (b) by special resolution; or (c) by a vote if consensus cannot be reached.	137. (1) Les règlements administratifs peuvent prévoir que les administrateurs ou les membres prennent par consensus toute décision, notamment celle qui exige la tenue d'un vote, à l'exception de la décision prise par résolution visée au paragraphe 182(1), par résolution extraordinaire ou à l'issue du vote visé au paragraphe (2).	Décisions par consensus
Meaning of consensus, etc.	(2) By-laws that provide for consensus decision-making shall define the meaning of consensus, provide for how to determine when consensus cannot be reached and establish the manner of referring any matter on which consensus cannot be reached to a vote.	(2) Les règlements administratifs qui prévoient la prise de décision par consensus précisent le sens de «consensus» et la manière de vérifier qu'un consensus ne peut être obtenu et de soumettre à la tenue d'un vote la question qui n'a pas fait l'objet d'un consensus.	Sens de «consensus»
Voting requirements satisfied	(3) A decision made by consensus in accordance with this section is deemed to satisfy any requirement under this Act for the taking of a vote.	(3) Les décisions prises par consensus en conformité avec le présent article sont réputées respecter toute éventuelle exigence au titre de la présente loi en matière de vote.	Respect des exigences réputé
Delegation	138. (1) Directors of a corporation may appoint from their number a managing director or a committee of directors and delegate to the managing director or committee any of the powers of the directors.	138. (1) Les administrateurs peuvent déléguer certains de leurs pouvoirs à un administrateur-gérant, choisi parmi eux, ou à un comité du conseil d'administration.	Délégation de pouvoirs
Limits on authority	(2) Despite subsection (1), no managing director and no committee of directors has authority to (a) submit to the members any question or matter requiring the approval of members; (b) fill a vacancy among the directors or in the office of public accountant or appoint additional directors; (c) issue debt obligations except as authorized by the directors;	(2) Toutefois, ni l'administrateur-gérant ni le comité ne peuvent : a) soumettre aux membres des questions qui requièrent leur approbation; b) combler les postes vacants des administrateurs ou de l'expert-comptable ni nommer des administrateurs supplémentaires; c) émettre des titres de créance sans l'autorisation des administrateurs; d) approuver les états financiers visés à l'article 172;	Limites

	(d) approve any financial statements referred to in section 172; (e) adopt, amend or repeal by-laws; or (f) establish contributions to be made, or dues to be paid, by members under section 30.	e) prendre, modifier ni révoquer les règlements administratifs; f) déterminer la contribution ou la cotisation annuelles des membres au titre de l'article 30.	
Validity of acts of directors and officers	139. An act of a director or an officer is valid despite an irregularity in their election or appointment or a defect in their qualification.	139. Les actes des administrateurs ou des dirigeants sont valides malgré l'irrégularité de leur élection ou nomination ou leur inhabilité.	Validité des actes
Validity of signed resolutions	140. (1) A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.	140. (1) Les résolutions écrites, signées de tous les administrateurs habiles à voter sur celles-ci lors des réunions du conseil ou d'un comité du conseil, ont la même valeur que si elles avaient été adoptées au cours de ces réunions.	Résolutions signées par les administrateurs
Filing resolution	(2) A copy of every resolution referred to in subsection (1) shall be kept with the minutes of the meetings of directors.	(2) Un exemplaire de ces résolutions est conservé avec les procès-verbaux des réunions du conseil ou du comité.	Dépôt de la résolution
Evidence	(3) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chairperson of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.	(3) Sauf si un vote par scrutin est demandé, l'inscription au procès-verbal de la réunion précisant que le président a déclaré une résolution adoptée ou rejetée fait foi, sauf preuve contraire, de ce fait, sans qu'il soit nécessaire de prouver le nombre ou la proportion des votes en faveur de cette résolution ou contre elle.	Preuve
Disclosure of interest	141. (1) A director or an officer of a corporation shall disclose to the corporation, in writing or by requesting to have it entered in the minutes of meetings of directors or of committees of directors, the nature and extent of any interest that the director or officer has in a material contract or material transaction, whether made or proposed, with the corporation, if the director or officer	141. (1) L'administrateur ou le dirigeant communique par écrit à l'organisation ou demande que soient consignées au procès-verbal des réunions du conseil ou d'un comité du conseil la nature et l'étendue de son intérêt dans tout contrat ou opération — en cours ou projeté — d'importance avec elle, dans l'un ou l'autre des cas suivants :	Communication des intérêts
	(a) is a party to the contract or transaction; (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or (c) has a material interest in a party to the contract or transaction.	a) il est partie à ce contrat ou à cette opération; b) il est administrateur ou dirigeant — ou une personne physique qui agit en cette qualité — d'une partie à un tel contrat ou à une telle opération; c) il a un intérêt important dans une partie au contrat ou à l'opération.	
Time of disclosure for director	(2) The disclosure required by subsection (1) shall be made, in the case of a director, (a) at the meeting at which a proposed contract or transaction is first considered;	(2) L'administrateur effectue la communication lors de la première réunion : a) au cours de laquelle le projet de contrat ou d'opération est étudié;	Moment de la communication : administrateur

	(b) if the director was not, at the time of the meeting referred to in paragraph (a), interested in the proposed contract or transaction, at the first meeting after the director becomes so interested; (c) if the director becomes interested after a contract or transaction is made, at the first meeting after the director becomes so interested; or (d) if an individual who is interested in a contract or transaction later becomes a director, at the first meeting after the individual becomes a director.	b) suivant le moment où il acquiert un intérêt dans le projet de contrat ou d'opération, s'il n'en avait pas lors de la réunion visée à l'alinéa a); c) suivant le moment où il acquiert un intérêt dans un contrat ou une opération déjà conclu; d) suivant le moment où il devient administrateur, s'il le devient après l'acquisition de l'intérêt.	
Time of disclosure for officer	(3) The disclosure required by subsection (1) shall be made, in the case of an officer who is not a director, (a) immediately after the officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting; (b) if the officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or (c) if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.	(3) Le dirigeant qui n'est pas administrateur effectue la communication immédiatement après : a) avoir appris que le contrat ou l'opération — en cours ou projeté — a été ou sera examiné lors d'une réunion; b) avoir acquis un intérêt dans un contrat ou une opération déjà conclu; c) être devenu dirigeant, s'il le devient après l'acquisition de l'intérêt.	Moment de la communication : dirigeant
Time of disclosure for director or officer	(4) If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the corporation's activities, would not require approval by the directors or members, a director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the corporation, or request to have entered in the minutes of meetings of directors or of committees of directors, the nature and extent of their interest.	(4) L'administrateur ou le dirigeant communique par écrit à l'organisation ou demande que soient consignées au procès-verbal de la réunion la nature et l'étendue de son intérêt dès qu'il a connaissance de tout contrat ou opération — en cours ou projeté — d'importance qui, dans le cadre des activités normales de l'organisation, ne requiert l'approbation ni des administrateurs ni des membres.	Moment de la communication : administrateur ou dirigeant
Voting	(5) A director required to make a disclosure under subsection (1) shall not vote on any resolution to approve the contract or transaction unless the contract or transaction (a) relates primarily to the director's remuneration as a director, an officer, an employee, an agent or a mandatary of the corporation or an affiliate; (b) is for indemnity or insurance under section 151; or	(5) L'administrateur visé au paragraphe (1) ne peut participer au vote sur la résolution présentée pour faire approuver le contrat ou l'opération, sauf s'il s'agit d'un contrat ou d'une opération : a) portant essentiellement sur sa rémunération en qualité d'administrateur, de dirigeant, d'employé ou de mandataire de l'organisation ou d'une personne morale de son groupe;	Vote

(c) is with an affiliate.

b) portant sur l'indemnité ou l'assurance prévue à l'article 151;

c) conclu avec une personne morale de son groupe.

Continuing disclosure

(6) For the purposes of this section, a general notice to the directors declaring that a director or an officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

(a) the director or officer is a director or an officer, or acting in a similar capacity, of a party referred to in paragraph (1)(b) or (c);

(b) the director or officer has a material interest in the party; or

(c) there has been a material change in the nature of the director's or the officer's interest in the party.

(6) Pour l'application du présent article, constitue une communication suffisante de son intérêt dans un contrat ou une opération l'avis général donné par l'administrateur ou le dirigeant aux administrateurs et portant qu'il est administrateur ou dirigeant — ou qu'il agit en cette qualité — d'une partie visée aux alinéas (1)b) ou c), qu'il y possède un intérêt important ou qu'il y a eu un changement important de son intérêt dans celle-ci et qu'il doit être considéré comme ayant un intérêt dans le contrat ou l'opération conclu avec elle.

Avis général d'intérêt

Access to disclosures

(7) The members of the corporation may examine the portions of any minutes of meetings of directors or of committees of directors that contain disclosures under this section, and of any other documents that contain those disclosures, during the corporation's usual business hours.

(7) Les membres de l'organisation peuvent consulter, pendant les heures normales d'ouverture de ses bureaux, toute partie des procès-verbaux des réunions du conseil ou d'un comité du conseil ou de tout autre document dans lesquels les intérêts d'un administrateur ou d'un dirigeant sont communiqués en vertu du présent article.

Consultation

Avoidance standards

(8) A contract or transaction for which disclosure is required under subsection (1) is not invalid, and the director or officer is not accountable to the corporation or its members for any profit realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the contract or transaction, if

(a) disclosure of the interest was made in accordance with this section;

(b) the directors approved the contract or transaction; and

(c) the contract or transaction was reasonable and fair to the corporation when it was approved.

(8) Le contrat ou l'opération assujéti à l'obligation de communication prévue au paragraphe (1) n'est pas entaché de nullité, et l'administrateur ou le dirigeant n'est pas tenu de rendre compte à l'organisation ou à ses membres des bénéfices qu'il en a tirés au seul motif qu'il a un intérêt dans le contrat ou l'opération ou que l'administrateur a assisté à la réunion au cours de laquelle est étudié le contrat ou l'opération ou a permis d'atteindre le quorum, si les conditions suivantes sont réunies :

a) l'administrateur ou le dirigeant a communiqué son intérêt conformément au présent article;

b) les administrateurs de l'organisation ont approuvé le contrat ou l'opération;

c) au moment de son approbation, le contrat ou l'opération était équitable pour l'organisation.

Effet de la communication

Confirmation by members	(9) Even if the conditions of subsection (8) are not met, a director or an officer, acting honestly and in good faith, is not accountable to the corporation or to its members for any profit realized from a contract or transaction for which disclosure is required under subsection (1), and the contract or transaction is not invalid by reason only of the interest of the director or officer in the contract or transaction, if (a) the contract or transaction is approved or confirmed by special resolution at a meeting of the members; (b) disclosure of the interest was made to the members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and (c) the contract or transaction was reasonable and fair to the corporation when it was approved or confirmed.	(9) Toutefois, même si les conditions visées au paragraphe (8) ne sont pas réunies, le contrat ou l'opération n'est pas entaché de nullité, et l'administrateur ou le dirigeant qui agit avec intégrité et de bonne foi n'est pas tenu de rendre compte à l'organisation ou à ses membres des bénéfices qu'il en a tirés au seul motif qu'il a un intérêt dans le contrat ou l'opération, si les conditions suivantes sont réunies : a) le contrat ou l'opération a fait l'objet d'une approbation ou d'une confirmation par résolution extraordinaire adoptée à une assemblée; b) l'intérêt a été communiqué aux membres de façon suffisamment claire pour en indiquer la nature et l'étendue avant l'approbation ou la confirmation du contrat ou de l'opération; c) au moment de son approbation ou de sa confirmation, le contrat ou l'opération était équitable pour l'organisation.	Confirmation par les membres
Application to court	(10) If a director or an officer of a corporation fails to comply with this section, a court may, on the application of the corporation or any of its members, set aside or annul the contract or transaction on any terms that it thinks fit, require the director or officer to account to the corporation for any profit or gain realized on the contract or transaction or make any other order that the court thinks fit.	(10) Le tribunal peut, sur demande de l'organisation — ou d'un de ses membres — dont l'un des administrateurs ou dirigeants ne se conforme pas au présent article, prononcer la nullité du contrat ou de l'opération selon les modalités qu'il estime indiquées, enjoindre à l'administrateur ou au dirigeant de rendre compte à l'organisation de tout bénéfice qu'il en a tiré et prendre toute autre mesure qu'il estime indiquée.	Ordonnance du tribunal
Officers	142. Subject to the articles, the by-laws and any unanimous member agreement, (a) the directors may designate the offices of the corporation, appoint as officers persons of full capacity, specify their duties and delegate to them powers to manage the activities and affairs of the corporation, except powers to do anything referred to in subsection 138(2); (b) a director may be appointed to any office of the corporation; and (c) two or more offices of the corporation may be held by the same person.	142. Sous réserve des statuts, des règlements administratifs et de toute convention unanime des membres : a) les administrateurs peuvent créer des postes de dirigeant, y nommer des personnes pleinement capables, préciser leurs fonctions et leur déléguer le pouvoir de gérer les activités et les affaires internes de l'organisation, sous réserve des exceptions prévues au paragraphe 138(2); b) l'administrateur peut être nommé à n'importe quel poste de dirigeant; c) la même personne peut occuper plusieurs postes de dirigeant.	Dirigeants
Remuneration	143. (1) Subject to the articles, the by-laws and any unanimous member agreement, the directors of a corporation may fix the reasonable	143. (1) Sous réserve des statuts, des règlements administratifs et de toute convention unanime des membres, les administrateurs peuvent fixer leur juste rémunération ainsi que	Rémunération

	remuneration of the directors, officers and employees of the corporation.	celle des dirigeants et des employés de l'organisation.	
Services performed in other capacity	(2) Subject to the by-laws, a director, an officer or a member may receive reasonable remuneration and expenses for any services to the corporation that are performed in any other capacity.	(2) Sauf disposition contraire des règlements administratifs, les administrateurs, les dirigeants et les membres peuvent recevoir une juste rémunération pour les services rendus à tout autre titre.	Rémunération pour services rendus
Indemnification	144. Unless the by-laws of the corporation otherwise provide, a director, an officer or an employee may receive indemnification for their expenses incurred on behalf of the corporation as a director, an officer or an employee.	144. Sauf disposition contraire des règlements administratifs, les administrateurs, les dirigeants et les employés sont indemnisés des dépenses entraînées dans le cadre de l'exercice de leurs fonctions.	Remboursement des dépenses
Directors' liability	145. (1) Directors of a corporation who vote for or consent to a resolution authorizing any of the following are jointly and severally, or solidarily, liable to restore to the corporation any money or other property so paid or distributed and not otherwise recovered by the corporation: (a) a payment or distribution to a member, a director or an officer contrary to this Act; or (b) a payment of an indemnity contrary to this Act.	145. (1) Sont solidairement tenus de restituer à l'organisation les sommes d'argent ou autres biens en cause non encore recouvrés par elle les administrateurs qui ont, par vote ou acquiescement, approuvé l'adoption d'une résolution autorisant, selon le cas : a) la remise de toute somme d'argent ou de tout bien à un membre, à un administrateur ou à un dirigeant contrairement à la présente loi; b) le versement d'une indemnité contrairement à la présente loi.	Responsabilité des administrateurs
Recovery of shares	(2) A director who has satisfied a judgment rendered under this section is entitled to recover from the other directors who voted for or consented to the unlawful act on which the judgment was founded their respective shares.	(2) L'administrateur qui a satisfait au jugement rendu en vertu du présent article peut répéter les parts des administrateurs qui ont, par vote ou acquiescement, approuvé l'adoption de la mesure illégale en cause.	Répétition
Recovery	(3) A director liable under subsection (1) is entitled to apply to a court for an order compelling a member or other recipient to pay or deliver to the director any money or other property that was paid or distributed to the member or other recipient contrary to this Act.	(3) L'administrateur tenu pour responsable aux termes du paragraphe (1) peut demander au tribunal de rendre une ordonnance obligeant les bénéficiaires, notamment les membres, à lui restituer les sommes d'argent ou autres biens remis ou versés contrairement à la présente loi.	Recours
Order of court	(4) On an application under subsection (3), a court may, if it is satisfied that it is equitable to do so, order a member or other recipient to pay or deliver to a director any money or other property that was paid or distributed to the member or other recipient contrary to this Act and make any further order that it thinks fit.	(4) Le tribunal saisi de la demande peut, par ordonnance, s'il estime équitable de le faire, exiger des bénéficiaires qu'ils restituent à l'administrateur les sommes d'argent ou autres biens remis ou versés contrairement à la présente loi et prendre toute mesure supplémentaire qu'il estime indiquée.	Ordonnance du tribunal
Limitation	(5) An action to enforce a liability imposed by this section may not be commenced after two years from the date of the resolution authorizing the action complained of.	(5) Les actions en responsabilité prévues au présent article se prescrivent par deux ans à compter de la date de la résolution autorisant l'acte incriminé.	Prescription

Liability of directors for wages	146. (1) Directors of a corporation are jointly and severally, or solidarily, liable to employees of the corporation for all debts not exceeding six months' wages payable to each employee for services performed for the corporation while they are directors.	146. (1) Les administrateurs sont solidairement responsables, envers les employés de l'organisation, des dettes liées aux services que ceux-ci exécutent pour le compte de cette dernière pendant qu'ils exercent leur mandat, et ce jusqu'à concurrence de six mois de salaire.	Responsabilité des administrateurs envers les employés
Conditions precedent to liability	(2) A director is not liable under subsection (1) unless (a) the corporation has been sued for the debt within six months after it has become due and execution has been returned unsatisfied in whole or in part; (b) the corporation has commenced liquidation and dissolution proceedings or has been dissolved and a claim for the debt has been proved within six months after the earlier of the date of commencement of the liquidation and dissolution proceedings and the date of dissolution; or (c) the corporation has made an assignment or a receiving order has been made against it under the <i>Bankruptcy and Insolvency Act</i> and a claim for the debt has been proved within six months after the date of the assignment or receiving order.	(2) La responsabilité des administrateurs n'est engagée aux termes du paragraphe (1) que dans l'un ou l'autre des cas suivants : a) l'exécution n'a pu satisfaire au montant accordé par jugement, à la suite d'une action en recouvrement de la créance intentée contre l'organisation dans les six mois suivant l'échéance; b) l'existence de la créance est établie dans les six mois suivant la date du début des procédures de liquidation et de dissolution de l'organisation ou, si elle lui est antérieure, la date de sa dissolution; c) l'existence de la créance est établie dans les six mois suivant une cession de biens ou une ordonnance de mise sous séquestre frappant l'organisation en vertu de la <i>Loi sur la faillite et l'insolvabilité</i>.	Conditions préalables à l'existence de la responsabilité
Limitation	(3) A director, unless sued for a debt referred to in subsection (1) while a director or within two years after ceasing to be a director, is not liable under this section.	(3) La responsabilité des administrateurs n'est engagée aux termes du présent article que si l'action est intentée durant leur mandat ou dans les deux ans suivant la fin de celui-ci.	Limite
Amount due after execution	(4) If execution referred to in paragraph (2)(a) has issued, the amount recoverable from a director is the amount remaining unsatisfied after execution.	(4) Les administrateurs ne sont tenus que des sommes restant à recouvrer après l'exécution visée à l'alinéa (2)a).	Sommes à recouvrer après l'exécution
Subrogation of director	(5) A director who pays a debt referred to in subsection (1) that is proved in liquidation and dissolution or bankruptcy proceedings is subrogated to any priority that the employee would have been entitled to and, if a judgment has been obtained, the director is (a) in Quebec, subrogated to the employee's rights as declared in the judgment; and (b) elsewhere in Canada, entitled to an assignment of the judgment.	(5) L'administrateur qui acquitte les dettes visées au paragraphe (1) dont l'existence est établie au cours d'une procédure soit de liquidation et de dissolution, soit de faillite, est subrogé dans les droits de priorité qu'aurait pu faire valoir l'employé et, si un jugement a été rendu : a) au Québec, est subrogé dans les droits constatés par celui-ci; b) ailleurs au Canada, a le droit d'en exiger la cession.	Subrogation de l'administrateur
Recovery of shares	(6) A director who has satisfied a claim under this section is entitled to recover from the other directors who were liable for the claim their respective shares.	(6) L'administrateur qui acquitte une créance en vertu du présent article peut répéter les parts des administrateurs qui étaient également responsables.	Répétition

Dissent	147. (1) A director who is present at a meeting of directors or of a committee of directors is deemed to have consented to any resolution passed or action taken at the meeting unless (a) the director requests a dissent to be entered in the minutes of the meeting; (b) the director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or (c) the director sends a dissent by registered mail or delivers it to the registered office of the corporation immediately after the meeting is adjourned.	147. (1) L'administrateur présent à une réunion du conseil d'administration ou d'un comité du conseil est réputé avoir acquiescé à toutes les résolutions adoptées et à toutes les mesures prises, sauf si, selon le cas : a) il demande que sa dissidence soit consignée au procès-verbal de la réunion; b) la dissidence fait l'objet d'un avis écrit envoyé par ses soins au secrétaire de la réunion avant l'ajournement de celle-ci; c) la dissidence est remise, ou fait l'objet d'un avis écrit envoyé par courrier recommandé, au siège de l'organisation, immédiatement après l'ajournement de la réunion.	Dissidence
Loss of right to dissent	(2) A director who votes for or consents to a resolution is not entitled to dissent under subsection (1).	(2) L'administrateur qui, par vote ou acquiescement, approuve l'adoption d'une résolution n'a pas le droit de faire valoir sa dissidence aux termes du paragraphe (1).	Perte du droit à la dissidence
Dissent of absent director	(3) A director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within the prescribed period after becoming aware of the resolution or action, the director (a) causes a dissent to be placed with the minutes of the meeting; or (b) sends a dissent by registered mail or delivers it to the registered office of the corporation.	(3) L'administrateur absent d'une réunion au cours de laquelle une résolution a été adoptée ou une mesure a été prise est réputé y avoir acquiescé, sauf si, dans le délai réglementaire suivant la date où il a pris connaissance de cette résolution ou mesure, sa dissidence, par ses soins : a) ou bien est consignée au procès-verbal de la réunion; b) ou bien est remise, ou fait l'objet d'un avis écrit envoyé par courrier recommandé, au siège de l'organisation.	Dissidence d'un administrateur absent
Duties of directors and officers	148. (1) Every director and officer of a corporation in exercising their powers and discharging their duties shall (a) act honestly and in good faith with a view to the best interests of the corporation; and (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.	148. (1) Les administrateurs et les dirigeants sont tenus, dans l'exercice de leurs fonctions, d'agir avec intégrité et de bonne foi, au mieux des intérêts de l'organisation, ainsi qu'avec le soin, la diligence et la compétence dont ferait preuve, en pareilles circonstances, une personne prudente.	Devoirs des administrateurs et dirigeants
Duty to comply	(2) Every director and officer of a corporation shall comply with (a) this Act and the regulations; and (b) the articles, the by-laws and any unanimous member agreement.	(2) Les administrateurs et les dirigeants sont tenus d'observer : a) la présente loi et les règlements; b) les statuts, les règlements administratifs et toute convention unanime des membres.	Observation de la loi, des statuts, etc.
Lawfulness of articles and purpose	(3) Every director of a corporation shall verify the lawfulness of the articles and the purpose of the corporation.	(3) Les administrateurs sont tenus de vérifier la légalité des statuts et de la déclaration d'intention de l'organisation.	Vérification de la légalité

No exculpation	(4) Subject to subsection 170(5), no provision in a contract, the articles, the by-laws or a resolution relieves a director or an officer from the duty to act in accordance with this Act or the regulations or relieves them from liability for a breach of this Act or the regulations.	(4) Sous réserve du paragraphe 170(5), aucune disposition d'un contrat, des statuts, des règlements administratifs ou d'une résolution ne peut libérer les administrateurs ou les dirigeants de l'obligation d'agir conformément à la présente loi et aux règlements ni des responsabilités découlant de cette obligation.	Absence d'exonération
Director — reasonable diligence	149. (1) A director is not liable under section 145 or 146, and has complied with his or her duties under subsection 148(2) and (3), if the director exercised the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances, including reliance in good faith on (a) financial statements of the corporation represented to the director by an officer of the corporation or in a written report of the public accountant of the corporation fairly to reflect the financial condition of the corporation; or (b) a report of a person whose profession lends credibility to a statement made by that person.	149. (1) La responsabilité de l'administrateur n'est pas engagée au titre des articles 145 ou 146 et celui-ci s'est acquitté des devoirs imposés en vertu des paragraphes 148(2) et (3), s'il a agi avec le soin, la diligence et la compétence dont ferait preuve, en pareilles circonstances, une personne prudente, notamment en s'appuyant de bonne foi sur les documents suivants : a) les états financiers de l'organisation qui, d'après l'un de ses dirigeants ou d'après le rapport écrit de l'expert-comptable, présentent adéquatement sa situation; b) les rapports des personnes dont la profession permet d'ajouter foi à leurs déclarations.	Diligence raisonnable — administrateur
Director — good faith	(2) A director has complied with his or her duties under subsection 148(1) if the director relied in good faith on (a) financial statements of the corporation represented to the director by an officer of the corporation or in a written report of the public accountant of the corporation fairly to reflect the financial condition of the corporation; or (b) a report of a person whose profession lends credibility to a statement made by that person.	(2) L'administrateur s'est acquitté des devoirs imposés en vertu du paragraphe 148(1) s'il s'appuie de bonne foi sur les documents suivants : a) les états financiers de l'organisation qui, d'après l'un de ses dirigeants ou d'après le rapport écrit de l'expert-comptable, présentent adéquatement sa situation; b) les rapports des personnes dont la profession permet d'ajouter foi à leurs déclarations.	Bonne foi
Officer — reasonable diligence	150. (1) An officer has complied with his or her duties under subsection 148(2) if the officer exercised the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances, including reliance in good faith on a report of a person whose profession lends credibility to a statement made by that person.	150. (1) Le dirigeant s'est acquitté des devoirs imposés en vertu du paragraphe 148(2) s'il a agi avec le soin, la diligence et la compétence dont ferait preuve, en pareilles circonstances, une personne prudente, notamment en s'appuyant de bonne foi sur les rapports des personnes dont la profession permet d'ajouter foi à leurs déclarations.	Diligence raisonnable — dirigeant
Officer — good faith	(2) An officer has complied with his or her duties under subsection 148(1) if the officer relied in good faith on a report of a person whose profession lends credibility to a statement made by that person.	(2) Il s'est acquitté des devoirs imposés en vertu du paragraphe 148(1) s'il s'appuie de bonne foi sur les rapports des personnes dont la profession permet d'ajouter foi à leurs déclarations.	Bonne foi

Indemnification	151. (1) A corporation may indemnify a present or former director or officer of the corporation, or another individual who acts or acted at the corporation's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the corporation or other entity.	151. (1) L'organisation peut indemniser ses administrateurs, ses dirigeants ou leurs prédécesseurs ainsi que les autres personnes physiques qui, à sa demande, agissent ou ont agi en qualité d'administrateur ou de dirigeant — ou exercent ou ont exercé des fonctions analogues — pour une autre entité, de tous leurs frais et dépenses, y compris les sommes versées pour transiger sur un procès ou exécuter un jugement, entraînés par la tenue d'une enquête ou par des poursuites civiles, pénales, administratives ou autres dans lesquelles elles étaient impliquées à ce titre.	Indemnisation
Advance of costs	(2) A corporation may advance money to a director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in subsection (1). The individual shall repay the money if the individual does not fulfil the conditions of subsection (3).	(2) L'organisation peut avancer des fonds pour permettre à toute personne physique visée au paragraphe (1) d'assumer les frais de sa participation à une procédure visée à ce paragraphe et les dépenses connexes, à charge de remboursement si elle ne satisfait pas aux conditions énoncées au paragraphe (3).	Frais anticipés
Limitation	(3) A corporation may not indemnify an individual under subsection (1) unless the individual (a) acted honestly and in good faith with a view to the best interests of the corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the corporation's request; and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.	(3) L'organisation ne peut indemniser la personne physique en vertu du paragraphe (1) que si celle-ci : a) d'une part, a agi avec intégrité et de bonne foi, au mieux des intérêts de l'organisation ou, selon le cas, de l'entité dans laquelle elle occupait les fonctions d'administrateur ou de dirigeant ou agissait en cette qualité à la demande de l'organisation; b) d'autre part, dans le cas de poursuites pénales ou administratives aboutissant au paiement d'une amende, avait de bonnes raisons de croire que sa conduite était conforme à la loi.	Limites
Indemnification	(4) A corporation may, with the approval of a court, indemnify an individual referred to in subsection (1), or advance money under subsection (2), in respect of an action by or on behalf of the corporation or other entity to procure a judgment in its favour to which the individual is made a party because of the individual's association with the corporation or other entity as described in subsection (1), against all costs, charges and expenses reasonably incurred by the individual in connection with the action, if the individual fulfils the conditions set out in subsection (3).	(4) Avec l'approbation du tribunal, l'organisation peut, à l'égard des actions intentées par elle ou par l'entité, ou pour son compte, en vue d'obtenir un jugement favorable, avancer à toute personne physique visée au paragraphe (1) les fonds visés au paragraphe (2) ou l'indemniser des frais et dépenses entraînés par son implication dans ces actions, si elle remplit les conditions énoncées au paragraphe (3).	Indemnisation
Right to indemnity	(5) Despite subsection (1), an individual referred to in that subsection is entitled to indemnity from the corporation in respect of all costs,	(5) Malgré le paragraphe (1), les personnes physiques visées à ce paragraphe ont le droit d'être indemnisées par l'organisation de leurs	Droit à l'indemnisation

charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other proceeding to which the individual is subject because of the individual's association with the corporation or other entity as described in that subsection, if the individual seeking indemnity

(a) was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done; and

(b) fulfils the conditions set out in subsection (3).

Insurance

(6) A corporation may purchase and maintain insurance for the benefit of an individual referred to in subsection (1) against any liability incurred by the individual

(a) in the individual's capacity as a director or an officer of the corporation; or

(b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the corporation's request.

Application to court

(7) On the application of a corporation or an individual or entity referred to in subsection (1), a court may approve an indemnity under this section and make any further order that it thinks fit.

Other notice

(8) On an application under subsection (7), the court may order notice to be given to any interested person and the person is entitled to appear and be heard in person or by counsel.

PART 10

BY-LAWS AND MEMBERS

By-laws

152. (1) Unless the articles, the by-laws or a unanimous member agreement otherwise provides, the directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the corporation, except in respect of matters referred to in subsection 197(1).

Member approval

(2) The directors shall submit the by-law, amendment or repeal to the members at the next meeting of members, and the members

frais et dépenses entraînés par la tenue d'une enquête ou par des poursuites civiles, pénales, administratives ou autres dans lesquelles elles étaient impliquées en raison de leurs fonctions, dans la mesure où :

a) d'une part, le tribunal ou toute autre autorité compétente n'a pas conclu à la commission de manquements ou à l'omission de devoirs de leur part;

b) d'autre part, elles remplissent les conditions énoncées au paragraphe (3).

Assurance

(6) L'organisation peut souscrire au profit des personnes physiques visées au paragraphe (1) une assurance couvrant la responsabilité qu'elles encourent soit pour avoir agi en qualité d'administrateur ou de dirigeant de l'organisation, soit pour avoir, sur demande de l'organisation, agi en qualité d'administrateur ou de dirigeant — ou exercé des fonctions analogues — pour une autre entité.

Demande au tribunal

(7) Le tribunal peut, par ordonnance, sur demande de l'organisation ou d'une personne physique ou d'une entité visée au paragraphe (1), approuver toute indemnisation prévue au présent article et prendre toute mesure supplémentaire qu'il estime indiquée.

Autre avis

(8) Sur demande présentée au titre du paragraphe (7), le tribunal peut ordonner qu'avis soit donné à tout intéressé; celui-ci peut comparaître en personne ou par ministère d'avocat.

PARTIE 10

RÈGLEMENTS ADMINISTRATIFS ET MEMBRES

Règlements administratifs

152. (1) Sauf disposition contraire des statuts, des règlements administratifs ou de toute convention unanime des membres, les administrateurs peuvent, par résolution, prendre, modifier ou révoquer tout règlement administratif portant sur les activités ou les affaires internes de l'organisation sauf en ce qui a trait aux questions visées au paragraphe 197(1).

Approbation des membres

(2) Dès l'assemblée suivante, les administrateurs soumettent les mesures prises en vertu du paragraphe (1) aux membres qui, par résolution

	may, by ordinary resolution, confirm, reject or amend the by-law, amendment or repeal.	ordinaire, les confirment, les rejettent ou les modifient.	
Effective date	(3) Subject to subsection (5), the by-law, amendment or repeal is effective from the date of the resolution of the directors. If the by-law, amendment or repeal is confirmed, or confirmed as amended, by the members it remains effective in the form in which it was confirmed.	(3) Les mesures prennent effet à compter de la date de la résolution des administrateurs; après confirmation ou modification par les membres, elles demeurent en vigueur dans leur teneur initiale ou modifiée, selon le cas.	Prise d'effet
Ceasing to have effect	(4) The by-law, amendment or repeal ceases to have effect if it is not submitted by the directors to the members as required under subsection (2) or if it is rejected by the members.	(4) Elles cessent d'avoir effet en cas d'inobservation du paragraphe (2) par les administrateurs ou après leur rejet par les membres conformément à ce paragraphe.	Cessation d'effet
Subsequent resolution	(5) If a by-law, an amendment or a repeal ceases to have effect, a subsequent resolution of the directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the members.	(5) L'entrée en vigueur d'une résolution ultérieure des administrateurs visant essentiellement le même but ou le même effet est subordonnée à sa confirmation ou sa modification par les membres.	Résolution visant le même but
Member proposal	(6) A member entitled to vote at an annual meeting of members may, in accordance with section 163, make a proposal to make, amend or repeal a by-law.	(6) Tout membre ayant qualité pour voter à une assemblée annuelle peut, conformément à l'article 163, proposer la prise, la modification ou la révocation d'un règlement administratif.	Proposition d'un membre
Copies to Director	153. A corporation shall, within the prescribed period, send to the Director a copy of any by-law, amendment or repealed by-law, except for those that have been rejected by the members.	153. L'organisation envoie au directeur, dans le délai réglementaire, une copie des règlements administratifs, de leurs modifications ou des règlements administratifs révoqués, exception faite des règlements administratifs dont la prise ou la révocation a été rejetée par les membres et des modifications rejetées par ceux-ci.	Copies au directeur
Conditions of membership	154. (1) The by-laws shall set out the conditions required for being a member of the corporation, including whether a corporation or other entity may be a member.	154. (1) Les règlements administratifs prévoient les conditions d'adhésion à l'organisation et précisent si une organisation ou une autre entité peut être membre.	Conditions d'adhésion
Classes of membership	(2) If the articles provide for two or more classes or groups of members, the by-laws shall provide (a) the conditions for membership in each class or group; (b) the manner of withdrawing from a class or group or transferring membership to another class or group and any conditions of transfer; and (c) the conditions on which membership in a class or group ends.	(2) Si les statuts prévoient plusieurs catégories ou groupes de membres, les règlements administratifs doivent prévoir : (a) les conditions d'appartenance à telle catégorie ou à tel groupe; (b) les modalités d'exclusion d'une catégorie ou d'un groupe et les conditions et modalités de transfert à une autre catégorie ou à un autre groupe; (c) les conditions auxquelles un membre cesse d'appartenir à une catégorie ou à un groupe.	Catégories ou groupes de membres

Voting rights — one class or group	(3) The members of a corporation that has only one class or group of members have the right to vote at any meeting of the members.	(3) Les membres de l'organisation qui a une seule catégorie ou un seul groupe de membres ont le droit de vote lors de l'assemblée.	Droit de vote — une catégorie ou un groupe
Voting rights — several classes or groups	(4) If the articles provide for two or more classes or groups of members, the articles shall provide the members of at least one class or group with the right to vote at a meeting of members.	(4) Si les statuts prévoient plusieurs catégories ou groupes de membres, ils doivent également prévoir que les membres d'au moins une catégorie ou un groupe ont le droit de vote lors de l'assemblée.	Droit de vote — pluralité de catégories ou de groupes
Right to vote	(5) Unless the articles otherwise provide, each member is entitled to one vote at a meeting of members.	(5) Sauf disposition contraire des statuts, le membre dispose d'une voix lors de l'assemblée.	Droit de vote
Representative	(6) The corporation shall recognize any individual authorized by a member corporation or other entity to represent the member at meetings.	(6) L'organisation doit permettre à toute personne physique autorisée par une organisation ou une autre entité faisant partie de ses membres de la représenter à ses assemblées.	Représentant
Powers of representative	(7) The individual may exercise on behalf of the member corporation or other entity all the powers of that corporation or entity.	(7) La personne physique autorisée peut exercer, pour le compte de l'organisation ou de l'entité qu'elle représente, tous les pouvoirs conférés à celle-ci.	Pouvoirs du représentant
Transfer of membership	(8) Unless the by-laws otherwise provide, a membership may be transferred only to the corporation.	(8) Sauf disposition contraire des règlements administratifs, l'adhésion n'est transférable qu'à l'organisation elle-même.	Transfert de l'adhésion
Issuance of memberships	155. The directors may issue memberships in accordance with the articles and any conditions set out in the by-laws.	155. Les administrateurs peuvent enregistrer des adhésions conformément aux statuts et aux règlements administratifs.	Enregistrement des adhésions
Termination of membership	156. Unless the articles or by-laws of a corporation otherwise provide, a membership is terminated when (a) the member dies or resigns; (b) the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws; (c) the member's term of membership expires; or (d) the corporation is liquidated and dissolved under Part 14.	156. Sauf disposition contraire des statuts ou des règlements administratifs, l'adhésion prend fin dans les cas suivants : a) le décès ou la démission du membre; b) l'expulsion du membre ou la perte de la qualité de membre en conformité avec les statuts ou les règlements administratifs; c) l'expiration de la période d'adhésion; d) la liquidation ou la dissolution de l'organisation au titre de la partie 14.	Fin de l'adhésion
Termination of member's rights	157. Unless the articles or by-laws otherwise provide, the rights of a member, including any rights in the property of the corporation, cease to exist on termination of the membership.	157. Sauf disposition contraire des statuts ou des règlements administratifs, l'extinction de l'adhésion emporte extinction des droits du membre, notamment ceux qu'il a à l'égard des biens de l'organisation.	Extinction des droits du membre
Power to discipline a member	158. The articles or by-laws may provide that the directors, the members or any committee of directors or members of a corporation have power to discipline a member or to terminate their membership. If the articles or by-laws provide for such a power, they shall set	158. Les statuts ou les règlements administratifs peuvent autoriser le conseil d'administration, les membres ou un comité du conseil ou des membres à prendre, contre un membre, des mesures disciplinaires allant jusqu'à son exclusion. Le cas échéant, ils prévoient également	Mesures disciplinaires

out the circumstances and the manner in which that power may be exercised.

159. (1) Meetings of members of a corporation shall be held within Canada at the place provided in the by-laws or, in the absence of such a provision, at the place that the directors determine.

(2) Despite subsection (1), a meeting of members of a corporation may be held at a place outside Canada if the place is specified in the articles or all the members entitled to vote at the meeting agree that the meeting is to be held at that place.

(3) A member who attends a meeting of members held outside Canada is deemed to have agreed to it being held outside Canada except when the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

(4) Unless the by-laws otherwise provide, any person entitled to attend a meeting of members may participate in the meeting, in accordance with the regulations, if any, by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the corporation makes available such a communication facility. A person so participating in a meeting is deemed for the purposes of this Act to be present at the meeting.

(5) If the directors or members of a corporation call a meeting of members under this Act and if the by-laws so provide, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the regulations, if any, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

160. (1) The directors of a corporation shall call an annual meeting of members

(a) not later than the prescribed period after the corporation comes into existence; and

(b) subsequently, not later than the prescribed period after holding the preceding annual meeting but no later than the pre-

les circonstances justifiant la prise de telles mesures et les modalités applicables.

159. (1) Les assemblées se tiennent au Canada, dans le lieu que prévoient les règlements administratifs ou, à défaut, que choisissent les administrateurs.

(2) Par dérogation au paragraphe (1), les assemblées peuvent se tenir à l'étranger au lieu que prévoient les statuts ou en tout lieu dont conviennent tous les membres habiles à y voter.

(3) La présence aux assemblées tenues à l'étranger équivaut au consentement à leur tenue à l'étranger, sauf si le membre y assiste spécialement pour s'opposer aux délibérations au motif que l'assemblée n'est pas régulièrement tenue.

(4) Sauf disposition contraire des règlements administratifs, toute personne en droit d'assister à une assemblée peut, conformément aux éventuels règlements, y participer par tout moyen de communication — téléphonique, électronique ou autre — permettant à tous les participants de communiquer adéquatement entre eux et mis à leur disposition par l'organisation. Elle est alors réputée, pour l'application de la présente loi, avoir assisté à l'assemblée.

(5) Les administrateurs ou les membres qui convoquent une assemblée conformément à la présente loi peuvent prévoir que celle-ci sera tenue, conformément aux éventuels règlements, entièrement par un moyen de communication — téléphonique, électronique ou autre — permettant à tous les participants de communiquer adéquatement entre eux, pourvu que les règlements administratifs permettent une telle assemblée.

160. (1) Les administrateurs convoquent une assemblée annuelle :

a) dans le délai réglementaire suivant la création de l'organisation;

b) par la suite, dans le délai réglementaire suivant l'assemblée annuelle précédente mais au plus tard à l'expiration de la période

Lieu des assemblées

Assemblées à l'étranger

Consentement présumé

Participation aux assemblées par tout moyen de communication

Tenue d'assemblées par tout moyen de communication

Convocation de l'assemblée annuelle

	scribed period after the end of the corporation's preceding financial year.	réglementaire suivant la fin de chaque exercice.	
Authorization to delay calling of annual meeting	(2) On application of the corporation, the Director may authorize the corporation, on any terms that the Director thinks fit, to extend the time for calling an annual meeting if the Director reasonably believes that members will not be prejudiced.	(2) Le directeur peut toutefois, sur demande de l'organisation et selon les modalités qu'il juge indiquées, autoriser celle-ci à proroger le délai et période prévus pour convoquer l'assemblée annuelle, s'il estime que cela ne portera pas préjudice aux membres.	Prorogation
Calling special meetings	(3) The directors of a corporation may at any time call a special meeting of members.	(3) Les administrateurs peuvent à tout moment convoquer une assemblée extraordinaire.	Convocation d'une assemblée extraordinaire
Fixing record date	161. (1) The directors may fix, as a record date for any of the following purposes, a date that is within the period that is prescribed in relation to that purpose, namely, record dates for (a) determining members entitled to receive notice of a meeting of members; (b) determining members entitled to vote at a meeting of members; (c) determining members entitled to participate in a liquidation distribution; or (d) determining members for any other purpose.	161. (1) Les administrateurs peuvent fixer au cours de la période réglementaire applicable la date ultime d'inscription, ci-après appelée «date de référence», pour désigner, selon le cas : a) les membres en droit de recevoir avis d'une assemblée; b) les membres habiles à voter lors d'une assemblée; c) les membres en droit de participer à la répartition consécutive à la liquidation; d) les membres ayant qualité à toute autre fin.	Date de référence
No record date fixed	(2) If no record date is fixed by the directors, (a) the record date for the determination of members entitled to receive notice of a meeting of members is (i) at the close of business on the day immediately preceding the day on which the notice is given, or (ii) if no notice is given, the day on which the meeting is held; (b) the record date for the determination of members entitled to vote at a meeting of members is (i) if a record date has been fixed under paragraph (1)(a), the day that is the prescribed period after that date, and (ii) otherwise, the date that is the record date under paragraph (a); and (c) the record date for the determination of members for any purpose other than to establish a member's right to receive notice of a meeting or to vote shall be at the close of business on the day on which the directors	(2) À défaut de fixation, constitue la date de référence pour désigner les membres, selon le cas : a) en droit de recevoir avis d'une assemblée : (i) le jour précédant celui où cet avis est donné, à l'heure de fermeture des bureaux, (ii) en l'absence d'avis, le jour de l'assemblée; b) habiles à voter lors d'une assemblée, le jour de l'expiration de la période réglementaire suivant la date de référence fixée en application de l'alinéa (1)a) ou, si elle n'a pas été ainsi fixée, le jour fixé en application de l'alinéa a); c) ayant qualité à toute fin, sauf en ce qui concerne le droit de recevoir avis d'une assemblée ou le droit de vote, la date d'adoption de la résolution à ce sujet par les administrateurs, à l'heure de fermeture des bureaux.	Date de référence en l'absence d'une décision des administrateurs

pass the resolution relating to the record date.

Notice provided for in by-laws

162. (1) The corporation shall give members entitled to vote at a meeting of members notice of the time and place of the meeting in accordance with the by-laws and the regulations. The provisions of the by-laws respecting the giving of notice shall comply with any prescribed requirements.

162. (1) L'organisation avise les membres habiles à voter à l'assemblée des date, heure et lieu de celle-ci, conformément aux règlements et aux règlements administratifs. Les dispositions des règlements administratifs en matière d'avis doivent respecter les exigences réglementaires.

Avis de l'assemblée aux membres

Non-compliance of by-laws

(2) If the provisions of the by-laws do not comply with the prescribed requirements, the corporation shall send, unless the regulations provide otherwise, the notice to the members within the prescribed period.

(2) Si les dispositions des règlements administratifs ne respectent pas les exigences réglementaires, l'organisation envoie, sauf disposition contraire des règlements, l'avis selon les modalités de temps prévues par règlement.

Non-respect des règlements administratifs

Notice to public accountant and directors

(3) The corporation shall send the public accountant and directors notice of the time and place of any meeting of members within the prescribed period.

(3) Elle envoie à chaque administrateur et à l'expert-comptable, selon les modalités de temps prévues par règlement, un avis des date, heure et lieu de l'assemblée.

Avis aux administrateurs et à l'expert-comptable

Waiver of notice

(4) Any person who is entitled to notice of a meeting of members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

(4) La personne en droit de recevoir un avis de convocation peut y renoncer; sa présence à l'assemblée vaut renonciation, sauf lorsqu'elle y assiste spécialement pour s'opposer aux délibérations au motif que l'assemblée n'est pas régulièrement convoquée.

Renonciation

Application for authorization

(5) On application of the corporation, the Director may authorize the corporation, on any terms that the Director thinks fit, to give notice of the meeting to members in any manner if the Director reasonably believes that members will not be prejudiced.

(5) Le directeur peut, sur demande de l'organisation et selon les modalités qu'il juge indiquées, autoriser celle-ci à aviser les membres de quelque façon que ce soit, s'il estime que cela ne leur portera pas préjudice.

Demande d'autorisation

Exception — members not registered

(6) The corporation is not required to give notice to members who were not registered on the records of the corporation on the record date determined under paragraph 161(1)(a) or subsection 161(2), but a member that is not given notice of the meeting is not deprived of the right to vote at that meeting.

(6) Il n'est pas nécessaire d'aviser les membres non inscrits sur les registres de l'organisation à la date de référence fixée en vertu de l'alinéa 161(1)a) ou déterminée en application du paragraphe 161(2), le défaut d'avis ne privant pas le membre de son droit de vote.

Exception

Adjournment

(7) If a meeting of members is adjourned for less than the prescribed period, it is not necessary, unless the by-laws otherwise provide, that any person be notified of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned.

(7) Sauf disposition contraire des règlements administratifs, il suffit, pour donner avis de tout ajournement inférieur à la période réglementaire, d'en faire l'annonce lors de l'assemblée en question.

Ajournement

Notice of adjourned meeting

(8) If a meeting of members is adjourned by one or more adjournments for an aggregate of days that is more than the prescribed period, notice of the adjournment shall be given to

(8) Avis de tout ajournement ou cumul d'ajournements plus long que la période réglementaire doit être donné aux personnes visées

Avis

members entitled to vote at the meeting, the directors and the public accountant in the manner referred to in subsections (1) to (4).

aux paragraphes (1) à (4) comme pour une nouvelle assemblée.

Business

(9) All business transacted at a special meeting of members and all business transacted at an annual meeting of members, except consideration of the financial statements, public accountant's report, election of directors and re-appointment of the incumbent public accountant, is special business.

(9) Toutes les questions inscrites à l'ordre du jour des assemblées extraordinaires ou annuelles sont des questions spéciales; font exception à cette règle l'examen des états financiers et du rapport de l'expert-comptable, le renouvellement de son mandat et l'élection des administrateurs.

Questions
spéciales

Notice of
business

(10) Notice of a meeting of members at which special business is to be transacted shall

(10) L'avis de l'assemblée à l'ordre du jour de laquelle des questions spéciales sont inscrites énonce leur nature, avec suffisamment de détails pour permettre aux membres de se former une opinion éclairée sur celles-ci, et reproduit le texte de toute résolution extraordinaire qui sera soumise à l'assemblée.

Avis

(a) state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and

(b) state the text of any special resolution to be submitted to the meeting.

Right to submit
and discuss

163. (1) A member entitled to vote at an annual meeting of members may

163. (1) Le membre habile à voter lors d'une assemblée annuelle peut :

Proposition d'un
membre

(a) submit to the corporation notice of any matter that the member proposes to raise at the meeting, referred to in this section as a "proposal"; and

a) donner avis à l'organisation des questions qu'il se propose de soulever, cet avis étant appelé «proposition» au présent article;

(b) discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal.

b) discuter au cours de cette assemblée des questions qui auraient pu faire l'objet de propositions de sa part.

Proposal set out
in notice

(2) A corporation shall include the proposal in the notice of meeting required under section 162.

(2) L'organisation fait figurer les propositions dans l'avis de l'assemblée prévu à l'article 162.

Inclusion des
propositions

Supporting
statement

(3) If so requested by the member who submits a proposal, the corporation shall include in the notice of meeting a statement in support of the proposal by the member and the name and address of the member. The statement and the proposal shall together not exceed the prescribed maximum number of words.

(3) À la demande du membre qui a présenté la proposition, l'organisation joint à l'avis de l'assemblée un exposé à l'appui de sa proposition, ainsi que les nom et adresse du membre. L'exposé et la proposition ne doivent pas dépasser le nombre de mots réglementaire.

Exposé à l'appui
de la proposition

Payment

(4) The member who submitted the proposal shall pay any cost of including the proposal and any statement in the notice of the meeting at which the proposal is to be presented, unless it is otherwise provided in the by-laws or in an ordinary resolution of the members present at the meeting.

(4) Le membre qui a présenté la proposition paie le coût d'inclusion de celle-ci et de tout exposé accompagnant l'avis de l'assemblée à laquelle la proposition sera présentée, sauf si d'autres règles relatives au paiement sont fixées par règlement administratif ou adoptées par résolution ordinaire des membres présents à l'assemblée.

Paiement des
coûts

Proposal
nominating
directors

(5) A proposal may include nominations for the election of directors if the proposal is signed by not less than the prescribed percentage of the members of a class or group of mem-

(5) La proposition peut faire état des candidatures en vue de l'élection des administrateurs si elle est signée par le pourcentage réglementaire des membres d'une catégorie ou d'un

Candidatures —
élection des
administrateurs

bers of the corporation entitled to vote at the meeting at which the proposal is to be presented or any lesser number of members as provided in the by-laws, but this subsection does not preclude nominations made at a meeting of members.

Exception

(6) A corporation is not required to comply with subsections (2) and (3) if

(a) the proposal is not submitted to the corporation within the prescribed period;

(b) it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the corporation or its directors, officers, members or debt obligation holders;

(c) it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the corporation;

(d) not more than the prescribed period before the receipt of the proposal, the member failed to present — in person or, if authorized by the by-laws, by proxy — at a meeting of members, a proposal that at the member's request had been included in a notice of meeting;

(e) substantially the same proposal was submitted to members in a notice of a meeting of members held not more than the prescribed period before the receipt of the proposal and did not receive the prescribed minimum amount of support at the meeting; or

(f) the rights conferred by this section are being abused to secure publicity.

Immunity

(7) No corporation or person acting on its behalf incurs any liability by reason only of complying with this section.

Notice of refusal

(8) If a corporation refuses to include a proposal in a notice of meeting, it shall, within the prescribed period after the day on which it receives the proposal, notify in writing the member submitting the proposal of its intention to omit it from the notice of meeting and of the reasons for the refusal.

Member may apply to court

(9) On the application of a member submitting a proposal who is aggrieved by the refusal,

groupe ayant le droit de vote lors de l'assemblée à laquelle elle doit être présentée ou par le nombre inférieur de membres prévu par les règlements administratifs; le présent paragraphe n'a pas pour effet d'interdire la présentation de candidatures au cours de l'assemblée.

Exceptions

(6) L'organisation n'est pas tenue de se conformer aux paragraphes (2) et (3) dans les cas suivants :

a) la proposition ne lui a pas été soumise au cours de la période réglementaire;

b) il apparaît que la proposition a pour objet principal de faire valoir, contre l'organisation ou ses administrateurs, dirigeants, membres ou détenteurs de ses titres de créance, une réclamation personnelle ou d'obtenir d'eux la réparation d'un grief personnel;

c) il apparaît que la proposition n'est pas liée de façon importante aux activités ou aux affaires internes de l'organisation;

d) au cours de la période réglementaire précédant la réception de sa proposition, le membre — ou son fondé de pouvoir si les règlements administratifs l'autorisent — avait omis de présenter, à une assemblée, une proposition que, à sa demande, l'organisation avait fait figurer dans un avis d'assemblée;

e) une proposition à peu près identique figurant dans un avis d'assemblée a été présentée aux membres à une assemblée tenue au cours de la période réglementaire précédant la réception de la proposition et n'a pas reçu l'appui nécessaire prévu par règlement;

f) dans un but de publicité, il y a abus des droits que confère le présent article.

Immunité

(7) L'organisation ou la personne agissant en son nom n'engagent pas leur responsabilité en agissant conformément au présent article.

Avis de refus

(8) L'organisation qui a l'intention de refuser de joindre une proposition à l'avis d'assemblée en donne un avis motivé, dans le délai réglementaire suivant la réception de la proposition, au membre qui l'a soumise.

Demande de l'auteur de la proposition

(9) Le tribunal peut, par ordonnance, sur demande du membre qui subit un préjudice par

a court may restrain the holding of the meeting at which the proposal is sought to be presented and make any further order that it thinks fit.

suite du refus de l'organisation au titre du paragraphe (8), empêcher la tenue de l'assemblée à laquelle la proposition devait être présentée et prendre toute mesure supplémentaire qu'il estime indiquée.

Corporation's application to court	(10) On the application of the corporation or any other person aggrieved by a proposal, a court may, if it is satisfied that subsection (6) applies, make an order permitting the corporation to omit the proposal from the notice of meeting and may make any further order that it thinks fit.	(10) S'il est convaincu que le paragraphe (6) s'applique, le tribunal peut, par ordonnance, sur demande de l'organisation ou toute autre personne qui subit un préjudice en raison de la proposition, autoriser l'organisation à ne pas la joindre à l'avis d'assemblée et prendre toute mesure supplémentaire qu'il estime indiquée.	Demande de l'organisation
Director entitled to notice	(11) An applicant under subsection (9) or (10) shall give the Director notice of the application and the Director is entitled to appear and be heard in person or by counsel.	(11) L'auteur de la demande présentée au titre des paragraphes (9) ou (10) en donne avis au directeur; celui-ci peut comparaître en personne ou par ministère d'avocat.	Avis au directeur
Quorum set in by-laws	164. (1) The by-laws may set out the quorum for a meeting of members, but the quorum set out shall be in conformity with any prescribed requirements.	164. (1) Les règlements administratifs peuvent fixer le quorum des assemblées, qui doit être conforme à toutes exigences réglementaires.	Quorum
Quorum in any other case	(2) If the by-laws do not set out such a quorum, the quorum is a majority of members entitled to vote at the meeting.	(2) À défaut, la majorité des membres habiles à voter à l'assemblée constitue le quorum.	Quorum en l'absence de précisions
Opening quorum sufficient	(3) If a quorum is present at the opening of a meeting of members, the members present may, unless the by-laws otherwise provide, proceed with the business of the meeting, even if a quorum is not present throughout the meeting.	(3) Sauf disposition contraire des règlements administratifs, il suffit que le quorum soit atteint à l'ouverture de l'assemblée pour que les membres puissent délibérer.	Atteinte du quorum à l'ouverture
Adjournment	(4) If a quorum is not present at the opening of a meeting of members, the members present may adjourn the meeting to a fixed time and place but may not transact any other business.	(4) Faute de quorum à l'ouverture de l'assemblée, les membres présents ne peuvent délibérer que sur son ajournement aux date, heure et lieu qu'ils fixent.	Ajournement
One member meeting	(5) If a corporation has only one member, or only one member in any class or group of members, the member present in person or who submits a vote that meets the requirements of section 171 constitutes a meeting.	(5) Si l'organisation n'a qu'un seul membre ou qu'un seul membre d'une catégorie ou d'un groupe, l'assemblée peut être tenue par le membre qui y assiste en personne ou se prévaut de l'article 171.	Assemblée tenue par un seul membre
Voting	165. (1) Subject to section 171 and the by-laws, voting at a meeting of members shall be by show of hands, except if a ballot is demanded by a member entitled to vote at the meeting.	165. (1) Sous réserve de l'article 171 et des règlements administratifs, le vote lors d'une assemblée se fait à main levée ou, à la demande de tout membre habile à voter, au scrutin secret.	Vote
Ballot	(2) A member may demand a ballot either before or after any vote by show of hands.	(2) Les membres peuvent demander un vote au scrutin secret avant ou après tout vote à main levée.	Scrutin secret
Electronic voting	(3) Despite subsection (1), unless the by-laws otherwise provide, any vote referred to in	(3) Malgré le paragraphe (1) et sauf disposition contraire des règlements administratifs, le	Vote par tout moyen de communication

that subsection may be held, in accordance with the regulations, if any, entirely by means of a telephonic, an electronic or other communication facility, if the corporation makes available such a communication facility.

Voting while participating electronically

(4) Unless the by-laws otherwise provide, any person participating in a meeting of members under subsection 159(4) or (5) and entitled to vote at that meeting may vote, and that vote may be held, in accordance with the regulations, if any, by means of the telephonic, electronic or other communication facility that the corporation has made available for that purpose.

Resolution in lieu of meeting

166. (1) Except where a written statement is submitted by a director under subsection 131(1) or by a public accountant under subsection 187(4),

(a) a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members; and

(b) a resolution in writing dealing with all matters required by this Act to be dealt with at a meeting of members, and signed by all the members entitled to vote at that meeting, satisfies all the requirements of this Act relating to meetings of members.

Filing resolution

(2) A copy of every resolution referred to in subsection (1) shall be kept with the minutes of the meetings of members.

Evidence

(3) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chairperson of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Requisition of meeting

167. (1) The members of a corporation who hold the prescribed percentage of votes that may be cast at a meeting of members sought to be held, or a lower percentage that is set out in the by-laws, may requisition the directors to call the meeting for the purposes stated in the requisition.

Form

(2) The requisition referred to in subsection (1), which may consist of several documents of

vote mentionné à ce paragraphe peut être tenu, conformément aux éventuels règlements, entièrement par tout moyen de communication téléphonique, électronique ou autre mis à disposition par l'organisation.

(4) Sauf disposition contraire des règlements administratifs, toute personne participant à une assemblée visée aux paragraphes 159(4) ou (5) et habile à y voter peut le faire; le vote peut être tenu, conformément aux éventuels règlements, par tout moyen de communication téléphonique, électronique ou autre mis à disposition par l'organisation à cette fin.

Vote en cas de participation par tout moyen de communication

166. (1) À l'exception de la déclaration écrite présentée par l'un des administrateurs en vertu du paragraphe 131(1) ou par l'expert-comptable en vertu du paragraphe 187(4), la résolution écrite, signée de tous les membres habiles à voter en l'occurrence lors de l'assemblée:

a) a la même valeur que si elle avait été adoptée lors de l'assemblée;

b) répond aux conditions de la présente loi relatives aux assemblées, si elle porte sur toutes les questions qui doivent, selon la présente loi, être inscrites à l'ordre du jour de l'assemblée.

Résolution tenant lieu d'assemblée

(2) Un exemplaire des résolutions visées au paragraphe (1) est conservé avec les procès-verbaux des assemblées.

Dépôt de la résolution

(3) Sauf s'il y a demande de vote par scrutin, l'inscription au procès-verbal de l'assemblée précisant que le président a déclaré une résolution adoptée ou rejetée fait foi, sauf preuve contraire, de ce fait, sans qu'il soit nécessaire de prouver le nombre ou la proportion des votes en faveur de cette résolution ou contre elle.

Preuve

167. (1) Les membres qui détiennent le pourcentage de votes prévu par règlement, ou le pourcentage inférieur prévu par les règlements administratifs, peuvent exiger des administrateurs la convocation d'une assemblée aux fins énoncées dans leur requête.

Requête visant la convocation d'une assemblée

(2) La requête, qui peut consister en plusieurs documents de forme analogue signés

Forme et contenu de la requête

similar form each signed by one or more members, shall state the business to be transacted at the meeting and shall be sent to each director and to the registered office of the corporation.

Directors calling meeting

(3) On receiving the requisition referred to in subsection (1), the directors shall call a meeting of members to transact the business stated in the requisition, unless

- (a) a record date has been fixed under paragraph 161(1)(a);
- (b) the directors have called a meeting of members and have given notice of the meeting under section 162; or
- (c) the business of the meeting as stated in the requisition includes matters described in paragraphs 163(6)(b) to (f).

Member calling meeting

(4) If the directors do not call a meeting within the prescribed period after receiving the requisition referred to in subsection (1), any member who signed the requisition may call the meeting.

Procedure

(5) A meeting called under this section shall be called as nearly as possible in the manner in which meetings are to be called under the by-laws and this Part.

Reimbursement

(6) Unless the members otherwise resolve at a meeting called under subsection (4), the corporation shall reimburse the members for the expenses reasonably incurred by them in requisitioning, calling and holding the meeting.

Meeting called by court

168. (1) A court, on the application of a director, a member who is entitled to vote at a meeting of members or the Director, may order a meeting of a corporation to be called, held and conducted in the manner that the court directs, if

- (a) it is not practicable to call the meeting within the time or in the manner in which it is otherwise to be called;
- (b) it is not practicable to conduct the meeting in the manner required by this Act or the by-laws; or
- (c) the court thinks that the meeting should be called, held and conducted within the time or in the manner that it directs for any other reason.

chacun par au moins un des membres, énonce les questions inscrites à l'ordre du jour de l'assemblée à tenir et est envoyée à chaque administrateur ainsi qu'au siège de l'organisation.

(3) Les administrateurs convoquent l'assemblée dès réception de la requête pour délibérer des questions qui y sont énoncées, sauf dans l'un ou l'autre des cas suivants :

- a) une date de référence a été fixée en vertu de l'alinéa 161(1)a);
- b) ils ont déjà convoqué une assemblée et donné l'avis prévu à l'article 162;
- c) les questions à l'ordre du jour énoncées dans la requête portent notamment sur les cas visés aux alinéas 163(6)b) à f).

(4) Faute par les administrateurs de convoquer l'assemblée dans le délai réglementaire suivant la réception de la requête, tout signataire de celle-ci peut le faire.

(5) L'assemblée doit être convoquée, autant que possible, d'une manière conforme aux règlements administratifs et à la présente partie.

(6) Sauf adoption par les membres d'une résolution à l'effet contraire lors d'une assemblée convoquée en vertu du paragraphe (4), l'organisation rembourse aux membres les dépenses normales qu'ils ont prises en charge pour exiger, convoquer et tenir l'assemblée.

168. (1) S'il l'estime à propos, notamment lorsque la convocation régulière d'une assemblée ou la tenue de celle-ci selon les règlements administratifs et la présente loi est pratiquement impossible, le tribunal peut, par ordonnance, sur demande d'un administrateur, d'un membre habile à voter ou du directeur, prévoir la convocation et la tenue d'une assemblée conformément à ses directives.

Convocation de l'assemblée par les administrateurs

Convocation de l'assemblée par les membres

Procédure

Remboursement

Convocation de l'assemblée par le tribunal

Varying quorum	(2) Without restricting the generality of subsection (1), the court may order that the quorum required by the by-laws or this Act be varied or dispensed with at a meeting called, held and conducted under this section.	(2) Sans préjudice du caractère général du paragraphe (1), le tribunal peut, à l'occasion d'une assemblée convoquée et tenue au titre du présent article, ordonner la modification ou la dispense du quorum exigé par les règlements administratifs ou la présente loi.	Modification du quorum
Valid meeting	(3) A meeting called, held and conducted under this section is for all purposes a meeting of members of the corporation duly called, held and conducted.	(3) L'assemblée convoquée et tenue au titre du présent article est, à toutes fins, régulière.	Validité de l'assemblée
Court review of election	169. (1) A corporation or a member or director may apply to a court to determine any controversy with respect to an election or appointment of a director or public accountant of the corporation.	169. (1) L'organisation ou tout membre ou administrateur peut demander au tribunal de trancher tout différend relatif à l'élection d'un administrateur ou à la nomination d'un expert-comptable.	Révision par le tribunal
Powers of court	(2) On an application under this section, the court may make (a) an order restraining a director or public accountant whose election or appointment is challenged from acting pending determination of the dispute; (b) an order declaring the result of the disputed election or appointment; (c) an order requiring a new election or appointment, and including in the order directions for the management of the activities and affairs of the corporation until a new election is held or appointment made; (d) an order determining the voting rights of members and of persons claiming to hold memberships; and (e) any other order that it thinks fit.	(2) Le tribunal peut, par ordonnance, sur demande présentée en vertu du présent article : a) enjoindre à l'administrateur ou à l'expert-comptable dont l'élection ou la nomination est contestée de s'abstenir d'agir jusqu'au règlement du litige; b) proclamer le résultat de l'élection ou de la nomination litigieuse; c) ordonner une nouvelle élection ou une nouvelle nomination en donnant des directives pour la conduite, dans l'intervalle, des activités et des affaires internes de l'organisation; d) préciser les droits de vote des membres et des personnes prétendant détenir des adhésions; e) prendre toute autre mesure qu'il estime indiquée.	Pouvoirs du tribunal
Unanimous member agreement	170. (1) An otherwise lawful written agreement among all the members of a corporation that is not a soliciting corporation, or among all the members and one or more persons who are not members, that restricts, in whole or in part, the powers of the directors to manage, or supervise the management of, the activities and affairs of the corporation is valid.	170. (1) Est valide, si elle est par ailleurs licite, la convention écrite conclue par tous les membres de l'organisation qui n'est pas une organisation ayant recours à la sollicitation, soit entre eux, soit avec des tiers, qui restreint, en tout ou en partie, les pouvoirs des administrateurs de gérer les activités et les affaires internes de l'organisation ou d'en surveiller la gestion.	Convention unanime des membres
Declaration by sole member	(2) A written declaration of the sole member of a corporation that similarly restricts the directors' powers is valid.	(2) Est également valide la déclaration écrite de l'unique membre de l'organisation qui restreint, en tout ou en partie, les mêmes pouvoirs.	Déclaration du membre unique
Constructive party	(3) A person who becomes a member of a corporation that is subject to a unanimous	(3) Quiconque devient membre d'une organisation visée par une convention unanime des membres est réputé être partie à celle-ci.	Fiction

member agreement is deemed to be a party to the agreement.

When no notice given

(4) If notice is not given to a member of the existence of a unanimous member agreement, in the manner referred to in subsection 42(2) or otherwise, the member may, no later than the prescribed period after they become aware of the existence of the agreement, rescind the transaction by which they acquired the membership and, within that period, the member is entitled to the return of any amount paid in respect of the membership.

(4) La personne qui n'est pas avisée de l'existence de la convention unanime des membres par une mention ou un renvoi visés au paragraphe 42(2) ou autrement peut, dans le délai réglementaire après avoir pris connaissance de son existence, annuler toute opération par laquelle elle a adhéré à l'organisation et obtenir le remboursement des sommes payées à titre de membre.

Personne non avisée de l'existence de la convention

Rights of member

(5) To the extent that a unanimous member agreement restricts the powers of the directors to manage, or supervise the management of, the activities and affairs of the corporation, parties to the agreement who are given that power to manage or supervise the management of the activities and affairs of the corporation have all the rights, powers, duties and liabilities of a director of the corporation, whether they arise under this Act or otherwise, including any defences available to the directors, and the directors are relieved of their rights, powers, duties and liabilities, including their liabilities under section 146, to the same extent.

(5) Dans la mesure où la convention unanime des membres restreint le pouvoir des administrateurs de gérer les activités et les affaires internes de l'organisation ou d'en surveiller la gestion, les parties à la convention auxquelles est conféré ce pouvoir sont investies de toutes les attributions et responsabilités des administrateurs qui découlent de la présente loi ou d'une autre source et peuvent se prévaloir des moyens de défense ouverts à ces derniers, qui sont déchargés, dans la même mesure, de leurs attributions comme de leurs responsabilités, notamment de celle visée à l'article 146.

Attributions et responsabilités des parties à la convention

Discretion of members

(6) Nothing in this section prevents members from fettering their discretion when exercising the powers of directors under a unanimous member agreement.

(6) Le présent article n'empêche pas les membres de restreindre leur pouvoir discrétionnaire dans l'exercice, au titre d'une convention unanime des membres, des pouvoirs des administrateurs.

Pouvoir discrétionnaire restreint

No absentee voting

(7) Members that are party to a unanimous member agreement may not vote in accordance with section 171 when exercising the authority delegated to them under the agreement.

(7) Les membres liés par une convention unanime ne peuvent voter d'une façon visée à l'article 171 lorsqu'ils exercent un pouvoir qui leur est délégué au titre de la convention.

Réserve

Termination

(8) If the unanimous member agreement does not provide for its termination, the members may terminate the agreement by a special resolution.

(8) Les membres peuvent mettre fin à la convention unanime de la façon qui y est prévue ou, si elle n'en prévoit aucune, par résolution extraordinaire.

Fin de la convention unanime

Absentee voting

171. (1) The by-laws of a corporation may provide for any prescribed methods of voting by members not in attendance at a meeting of members. If the by-laws so provide, they shall set out procedures for collecting, counting and reporting the results of any vote.

171. (1) Les règlements administratifs peuvent prévoir une ou plusieurs méthodes réglementaires selon lesquelles les membres qui ne sont pas présents à une assemblée sont autorisés à voter; dans un tel cas, ils prévoient la procédure relative à la collecte des voix, au dépouillement du scrutin et à la proclamation des résultats du vote.

Vote des membres absents

Application for authorization

(2) On application of the corporation, the Director may authorize the corporation, on any terms that the Director thinks fit, to permit

(2) Le directeur peut, sur demande de l'organisation et selon les modalités qu'il estime indiquées, autoriser celle-ci à permettre à ses

Demande d'autorisation

members to vote by any method if the Director reasonably believes that the members and the corporation will not be prejudiced.

PART 11

FINANCIAL DISCLOSURE

Annual financial statements

172. (1) The directors of a corporation shall place before the members at every annual meeting

(a) prescribed comparative financial statements that conform to any prescribed requirements and relate separately to

(i) the period that began on the date the corporation came into existence and ended not more than six months before the annual meeting or, if the corporation has completed a financial year, the period that began immediately after the end of the last completed financial year and ended not more than six months before the annual meeting, and

(ii) the immediately preceding financial year;

(b) the report of the public accountant, if any; and

(c) any further information respecting the financial position of the corporation and the results of its operations required by the articles, the by-laws or any unanimous member agreement.

Exception

(2) Despite paragraph (1)(a), the financial statements referred to in subparagraph (1)(a)(ii) may be omitted if the reason for the omission is set out in the financial statements, or in a note to those statements, to be placed before the members at an annual meeting.

Application for exemption

173. On the application of a corporation, the Director may exempt the corporation, on any terms that the Director thinks fit, from any requirement in this Part if the Director reasonably believes that the detriment that may be caused to the corporation by the requirement outweighs its benefit to the members or, in the case of a soliciting corporation, the public.

membres de voter de quelque façon que ce soit, s'il estime que cela ne portera préjudice ni aux membres ni à l'organisation.

PARTIE 11

PRÉSENTATION DES RENSEIGNEMENTS D'ORDRE FINANCIER

États financiers annuels

172. (1) Les administrateurs présentent aux membres, à l'assemblée annuelle :

a) les états financiers comparatifs exigés par les règlements, établis conformément à ceux-ci et couvrant séparément :

(i) la période se terminant six mois au plus avant l'assemblée et ayant commencé à la date soit de création de l'organisation, soit, si elle a déjà été en activité durant un exercice complet, de la fin de cet exercice,

(ii) l'exercice précédent;

b) le rapport de l'expert-comptable, s'il a été établi;

c) tous renseignements sur la situation financière de l'organisation et le résultat de ses activités qu'exigent les statuts, les règlements administratifs ou toute convention unanime des membres.

Exception

(2) Par dérogation à l'alinéa (1)a), il n'est pas nécessaire de présenter les états financiers visés au sous-alinéa (1)a)(ii) si le motif en est donné dans les états financiers — ou une note annexée à ceux-ci — présentés aux membres à l'assemblée annuelle.

Demande : non-exécution des obligations

173. Le directeur peut, sur demande de l'organisation, soustraire celle-ci, aux conditions qu'il estime indiquées, à toute obligation prévue par la présente partie s'il a de bonnes raisons de croire que les inconvénients pour l'organisation qui découlent du respect de l'obligation l'emportent sur les avantages qui en résultent pour les membres ou, dans le cas de l'organisation ayant recours à la sollicitation, sur les avantages qui en résultent pour le public.

Consolidated statements	174. (1) A corporation shall keep at its registered office a copy of the financial statements of each of its subsidiaries and of each body corporate the accounts of which are consolidated in the financial statements of the corporation.	174. (1) L'organisation conserve à son siège un exemplaire des états financiers de chacune de ses filiales et de chaque personne morale dont les comptes sont consolidés dans ses propres états financiers.	États financiers consolidés
Examination	(2) Members of a corporation and their personal representatives may on request examine the statements referred to in subsection (1) during the corporation's usual business hours and make copies or take extracts free of charge.	(2) Les membres ainsi que leurs représentants personnels peuvent, sur demande, examiner les états financiers visés au paragraphe (1) et en prendre des copies ou extraits sans frais pendant les heures normales d'ouverture des bureaux de l'organisation.	Examen par les membres
Barring examination	(3) On the application of a corporation made within the prescribed period after a request to examine under subsection (2), a court may, if it is satisfied that the examination would be detrimental to the corporation or a subsidiary, bar the right to examine and make any further order that it thinks fit.	(3) Le tribunal, saisi d'une requête présentée par l'organisation dans le délai réglementaire suivant la demande faite en vertu du paragraphe (2), peut, par ordonnance, interdire l'examen s'il est convaincu qu'il serait préjudiciable à l'organisation ou à une filiale et prendre toute mesure supplémentaire qu'il estime indiquée.	Interdiction
Notice to Director	(4) A corporation shall give the Director and the person asking to examine under subsection (2) notice of an application under subsection (3), and the Director and the person may appear and be heard in person or by counsel.	(4) L'organisation donne avis de toute requête présentée au titre du paragraphe (3) au directeur et à toute personne qui demande l'examen prévu au paragraphe (2); ceux-ci peuvent comparaître en personne ou par ministère d'avocat.	Avis au directeur et à l'intéressé
Copies to members	175. (1) A corporation, within the prescribed period, shall send a copy or summary of the documents referred to in subsection 172(1) or a copy of a publication of the corporation reproducing the information contained in the documents or summary to each member, other than a member who, in writing, declines to receive such documentation. A corporation that sends a summary to a member shall also inform that member of the procedure for obtaining a copy of the documents free of charge.	175. (1) L'organisation envoie, au cours de la période réglementaire, à tous ses membres qui n'y ont pas renoncé par écrit, une copie ou un sommaire des documents visés au paragraphe 172(1) ou une copie de la publication de l'organisation reproduisant l'information contenue dans ces documents ou leur sommaire. Elle les informe également de la manière d'obtenir sans frais une copie des documents complets dont ils n'ont reçu que le sommaire.	Copies aux membres
Notice	(2) A corporation, instead of sending the documentation referred to in subsection (1), may, if the by-laws so provide, give members notice in the manner referred to in section 162 that the documents referred to in subsection 172(1) are available at the registered office of the corporation and that any member may, on request, obtain a copy free of charge at the office or by prepaid mail.	(2) Plutôt que d'envoyer la documentation visée au paragraphe (1), l'organisation peut, si les règlements administratifs l'y autorisent, aviser les membres de la manière prévue à l'article 162 que les documents visés au paragraphe 172(1) peuvent être obtenus au siège de l'organisation et que tout membre peut, sur demande et sans frais, en recevoir une copie au siège ou s'en faire envoyer une copie par courrier affranchi.	Avis
Copies to Director	176. (1) A soliciting corporation shall send a copy of the documents referred to in subsection 172(1) to the Director (a) not less than the prescribed period before each annual meeting of members, or without	176. (1) L'organisation ayant recours à la sollicitation envoie au directeur copie des documents visés au paragraphe 172(1): a) avant chaque assemblée annuelle, selon les modalités de temps prévues par règle-	Copies au directeur

delay after a resolution referred to in paragraph 166(1)(b) is signed; and

(b) in any event within the prescribed period after the preceding annual meeting should have been held or a resolution in lieu of the meeting should have been signed, but no later than the prescribed period after the end of the corporation's preceding financial year.

ment, ou sans délai après la signature de la résolution qui en tient lieu en vertu de l'alinéa 166(1)b);

b) en tout état de cause, dans le délai réglementaire qui suit la date à laquelle la dernière assemblée aurait dû être tenue ou la date à laquelle aurait dû être signée la résolution en tenant lieu, mais au plus tard à l'expiration de la période réglementaire qui suit la fin de chaque exercice.

Subsidiary corporation exception

(2) A subsidiary corporation is not required to comply with this section if

(a) the financial statements of its holding corporation are in consolidated or combined form and include the accounts of the subsidiary; and

(b) the consolidated or combined financial statements of the holding corporation are included in the documents sent to the Director by the holding corporation in compliance with this section.

(2) Les filiales qui sont des organisations ne sont pas tenues de se conformer au présent article si :

a) d'une part, leurs états financiers sont inclus dans ceux de l'organisation mère présentés sous forme consolidée ou cumulée;

b) d'autre part, ces états financiers de l'organisation mère figurent dans les documents envoyés au directeur en conformité avec le présent article.

Exception

Copies to Director

177. A corporation shall, at the request of the Director, furnish the Director with a copy of the documents referred to in subsection 172(1).

177. Toute organisation fournit copie des documents visés au paragraphe 172(1) au directeur chaque fois qu'il en fait la demande.

Copies au directeur

Approval of financial statements

178. (1) The directors of a corporation shall approve the financial statements referred to in section 172 and the approval shall be evidenced by the manual signature of one or more directors or a facsimile of the signatures reproduced in the statements.

178. (1) Les administrateurs approuvent les états financiers visés à l'article 172; l'approbation est attestée par la signature — ou sa reproduction mécanique, notamment sous forme d'imprimé — d'au moins l'un d'eux.

Approbation des états financiers

Condition precedent

(2) A corporation shall not issue, publish or circulate copies of the financial statements referred to in section 172 unless the financial statements are

(a) approved and signed in accordance with subsection (1); and

(b) accompanied by the report of the public accountant of the corporation, if any.

(2) L'organisation ne peut publier ou diffuser ces états financiers que s'ils ont été approuvés et signés conformément au paragraphe (1) et s'ils sont accompagnés du rapport de l'expert-comptable, s'il a été établi.

Condition préalable

PART 12

PUBLIC ACCOUNTANT

Definition of "designated corporation"

179. In this Part, "designated corporation" means

(a) a soliciting corporation that has gross annual revenues for its last completed financial year that are equal to or less than the prescribed amount or that is deemed to have such revenues under paragraph 190(a); and

PARTIE 12

EXPERT-COMPTABLE

179. Dans la présente partie, « organisation désignée » s'entend :

a) de l'organisation ayant recours à la sollicitation dont les revenus annuels bruts du dernier exercice terminé sont égaux ou inférieurs au montant réglementaire, ou qui est

Définition de « organisation désignée »

(b) a non-soliciting corporation that has gross annual revenues for its last completed financial year that are equal to or less than the prescribed amount.

réputée avoir eu de tels revenus en application de l'alinéa 190a);

b) de l'organisation n'ayant pas recours à la sollicitation dont les revenus annuels bruts du dernier exercice terminé sont égaux ou inférieurs au montant réglementaire.

Qualification of public accountant

180. (1) In order to be a public accountant of a corporation, a person shall

(a) be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province;

(b) meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under sections 188 to 191; and

(c) subject to subsection (6), be independent of the corporation, its affiliates, or the directors or officers of the corporation or its affiliates.

180. (1) L'expert-comptable d'une organisation est membre en règle d'un institut ou d'une association de comptables constitués en personne morale sous le régime d'une loi provinciale, possède les qualifications requises, le cas échéant, en vertu d'une loi ou d'un règlement provincial pour exercer ses attributions aux termes des articles 188 à 191 et, sous réserve du paragraphe (6), est indépendant de l'organisation, des personnes morales de son groupe ou de leurs administrateurs ou dirigeants.

Qualités requises pour être expert-comptable

Independence

(2) For the purposes of this section,

(a) independence is a question of fact; and

(b) a person is deemed not to be independent if that person or their business partner

(i) is a business partner, a director, an officer or an employee of the corporation or any of its affiliates, or is a business partner of any director, officer or employee of the corporation or any of its affiliates,

(ii) beneficially owns or controls, directly or indirectly, a material interest in the debt obligations of the corporation or any of its affiliates, or

(iii) has been a receiver, receiver-manager, sequestrator, liquidator or trustee in bankruptcy of the corporation or any of its affiliates within two years before the person's proposed appointment as public accountant of the corporation.

(2) Pour l'application du présent article :

a) l'indépendance est une question de fait;

b) est réputé ne pas être indépendant la personne ou son associé qui :

(i) est associé, administrateur, dirigeant ou employé de l'organisation ou d'une personne morale de son groupe ou est associé de leurs administrateurs, dirigeants ou employés,

(ii) est le véritable propriétaire ou détient, directement ou indirectement, le contrôle d'une partie importante des titres de créance de l'organisation ou de l'une des personnes morales de son groupe,

(iii) a été séquestre, séquestre-gérant, liquidateur ou syndic de faillite de l'organisation ou d'une personne morale de son groupe dans les deux ans précédant la proposition de sa nomination à titre d'expert-comptable.

Indépendance

Business partners

(3) For the purposes of subsection (2), a person's business partner includes a shareholder or member of that person.

(3) Pour l'application du paragraphe (2), sont assimilés aux associés d'une personne ses actionnaires et ses membres.

Associé

Duty to resign

(4) A public accountant who becomes disqualified under this section shall, subject to subsection (6), resign immediately after becoming aware of the disqualification.

(4) L'expert-comptable se démet, sous réserve du paragraphe (6), dès qu'à sa connaissance il ne possède plus les qualités requises par le présent article.

Obligation de démissionner

Disqualification order	(5) On the application of an interested person, a court may make an order declaring a public accountant to be disqualified under this section and the office of public accountant to be vacant.	(5) Le tribunal peut, par ordonnance, sur demande de tout intéressé, déclarer la destitution de l'expert-comptable aux termes du présent article et la vacance de son poste.	Destitution judiciaire
Relieving order	(6) On the application of an interested person, a court may, if it is satisfied that the order would not unfairly prejudice the members of the corporation, make an order on any terms that it thinks fit relieving a public accountant from meeting any requirement under subsection (1). The order may have retroactive effect.	(6) S'il est convaincu de ne pas causer un préjudice injustifié aux membres, le tribunal peut, par ordonnance, sur demande de tout intéressé, dispenser l'expert-comptable de satisfaire à toute exigence prévue par le paragraphe (1), même rétroactivement, aux conditions qu'il estime indiquées.	Demande de dispense
Appointment of public accountant	181. (1) Subject to section 182, members of a corporation shall, by ordinary resolution, at each annual meeting, appoint a public accountant to hold office until the close of the next annual meeting.	181. (1) Sous réserve de l'article 182, les membres nomment, par voie de résolution ordinaire, à chaque assemblée annuelle, un expert-comptable dont le mandat expirera à la clôture de l'assemblée annuelle suivante.	Nomination de l'expert-comptable
Eligibility	(2) A public accountant appointed under section 127 is eligible for appointment under subsection (1).	(2) L'expert-comptable nommé en vertu de l'article 127 peut également l'être conformément au paragraphe (1).	Admissibilité
Incumbent public accountant	(3) If a public accountant is not appointed at a meeting of members and if no resolution is taken under section 182, the incumbent public accountant continues in office until a successor is appointed.	(3) À défaut de nomination de l'expert-comptable lors d'une assemblée et de résolution prise en vertu de l'article 182, l'expert-comptable en fonctions poursuit son mandat jusqu'à la nomination de son successeur.	Expert-comptable en fonctions
Remuneration	(4) The remuneration of a public accountant may be fixed by ordinary resolution of the members or, if not so fixed, shall be fixed by the directors.	(4) La rémunération de l'expert-comptable est fixée par résolution ordinaire des membres ou, à défaut, par les administrateurs.	Rémunération
Dispensing with public accountant	182. (1) Members of a designated corporation may resolve not to appoint a public accountant, but the resolution is not valid unless all the members entitled to vote at an annual meeting of members consent to the resolution.	182. (1) Les membres d'une organisation désignée peuvent décider, par voie de résolution, de ne pas nommer d'expert-comptable, mais la résolution n'est valide que si elle recueille le consentement de tous les membres habiles à voter lors d'une assemblée annuelle.	Dispense
Validity of resolution	(2) The resolution is valid until the following annual meeting of members.	(2) La résolution n'est valide que jusqu'à l'assemblée annuelle suivante.	Durée de validité de la résolution
Ceasing to hold office	183. (1) A public accountant of a corporation ceases to hold office when the public accountant (a) dies or resigns; or (b) is removed under section 184.	183. (1) Le mandat de l'expert-comptable prend fin s'il décède, démissionne ou est révoqué en vertu de l'article 184.	Fin du mandat
Effective date of resignation	(2) A resignation of a public accountant becomes effective at the time a written resignation is sent to the corporation or at the time specified in the resignation, whichever is later.	(2) La démission de l'expert-comptable prend effet à la date où il en informe par écrit l'organisation ou à la date indiquée si elle est postérieure.	Prise d'effet de la démission

Removal of public accountant	184. (1) The members of a corporation may by ordinary resolution at a special meeting remove a public accountant from office, other than a public accountant appointed by a court under section 186.	184. (1) Les membres peuvent, par résolution ordinaire adoptée lors d'une assemblée extraordinaire, révoquer tout expert-comptable qui n'a pas été nommé par le tribunal en vertu de l'article 186.	Révocation de l'expert-comptable
Vacancy	(2) A vacancy created by the removal of a public accountant may be filled at the meeting at which the public accountant is removed or, if not so filled, may be filled under section 185.	(2) La vacance créée par la révocation de l'expert-comptable peut être comblée lors de l'assemblée qui a prononcé la révocation ou, à défaut, conformément à l'article 185.	Vacance
Filling vacancy	185. (1) Subject to subsection (3), the directors shall immediately fill a vacancy in the office of public accountant.	185. (1) Sous réserve du paragraphe (3), les administrateurs comblent immédiatement toute vacance du poste d'expert-comptable.	Manière de combler la vacance
Calling meeting	(2) If there is not a quorum of directors, the directors then in office shall, within the prescribed period after a vacancy in the office of public accountant occurs, call a special meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no directors, the meeting may be called by any member.	(2) À défaut de quorum au conseil d'administration, les administrateurs en fonctions convoquent, dans le délai réglementaire suivant le moment où le poste d'expert-comptable devient vacant, une assemblée extraordinaire en vue de combler cette vacance; en cas d'inaction ou en l'absence d'administrateurs, tout membre peut convoquer cette assemblée.	Convocation d'une assemblée
Members filling vacancy	(3) The articles of a corporation may provide that a vacancy in the office of public accountant shall only be filled by vote of the members.	(3) Les statuts de l'organisation peuvent prévoir que la vacance ne peut être comblée que par un vote des membres.	Vote des membres
Unexpired term	(4) A public accountant appointed to fill a vacancy holds office for the unexpired term of the public accountant's predecessor.	(4) L'expert-comptable nommé afin de combler une vacance poursuit jusqu'à son expiration le mandat de son prédécesseur.	Mandat non expiré
Court-appointed public accountant	186. (1) If a corporation does not have a public accountant, a court may, on the application of a member or the Director, appoint and fix the remuneration of a public accountant, who holds office until a public accountant is appointed by the members.	186. (1) Le tribunal peut, sur demande d'un membre ou du directeur, nommer un expert-comptable pour l'organisation qui n'en a pas et fixer sa rémunération; le mandat de cet expert-comptable se termine à la nomination de son successeur par les membres.	Nomination judiciaire
Exception	(2) Subsection (1) does not apply if the members have resolved under section 182 not to appoint a public accountant.	(2) Le paragraphe (1) ne s'applique pas si les membres ont décidé, en vertu de l'article 182, de ne pas nommer d'expert-comptable.	Exception
Right to attend meeting	187. (1) The public accountant is entitled to attend a meeting of members at the expense of the corporation and be heard on matters relating to the public accountant's duties.	187. (1) L'expert-comptable peut assister aux assemblées aux frais de l'organisation et a le droit d'y être entendu sur toute question relevant de ses fonctions.	Droit d'assister aux assemblées
Duty to attend and answer questions	(2) If a director or member, whether or not the member is entitled to vote at the meeting, gives written notice not less than the prescribed period before a meeting of members to the public accountant or a former public accountant of the corporation, the public accountant or former public accountant shall attend the meeting at the expense of the corporation and answer questions relating to their duties.	(2) L'expert-comptable ou ses prédécesseurs, à qui l'un des administrateurs ou un membre habile ou non à voter donne un avis écrit avant la tenue d'une assemblée, selon les modalités de temps prévues par règlement, assistent à cette assemblée aux frais de l'organisation et répondent à toute question relevant de ses fonctions.	Obligations

Notice to corporation	(3) A director or member who sends the notice shall send a copy of the notice to the corporation at the same time.	(3) L'administrateur ou le membre qui envoie l'avis envoie simultanément copie à l'organisation.	Avis à l'organisation
Statement of public accountant	(4) A public accountant is entitled to submit to the corporation a written statement giving reasons for resigning or for opposing their removal or replacement if a meeting of directors or members is called at which any of those matters will be dealt with.	(4) L'expert-comptable peut, dans une déclaration écrite, exposer à l'organisation les raisons de sa démission ou de son opposition à sa révocation ou à son remplacement à l'occasion d'une réunion du conseil d'administration ou d'une assemblée convoquée à cette fin.	Déclaration de l'expert-comptable
Other statements	(5) If a meeting is called to replace the public accountant, the corporation shall make a statement respecting the reasons for the replacement and the proposed replacement public accountant may make a statement respecting the reasons.	(5) L'organisation qui se propose de remplacer l'expert-comptable soumet une déclaration motivée à l'occasion de l'assemblée convoquée à cette fin et le nouvel expert-comptable peut soumettre une déclaration commentant ces motifs.	Autres déclarations
Circulating statement	(6) The corporation shall immediately give notice to the members of the statements referred to in subsections (4) and (5) in the manner referred to in section 162 and shall immediately send a copy of the statements to the Director.	(6) L'organisation avise sans délai les membres, de la façon prévue à l'article 162, de l'existence des déclarations visées aux paragraphes (4) et (5) et en envoie copie au directeur.	Diffusion des déclarations
Replacing public accountant	(7) No person shall accept an appointment or consent to be appointed as public accountant of a corporation to replace a public accountant who has resigned, been removed or whose term of office has expired or is about to expire until the person has requested and received from that public accountant a written statement of the circumstances and the reasons, in that public accountant's opinion, for their replacement.	(7) Nul ne peut accepter d'être nommé expert-comptable pour remplacer celui qui a démissionné ou a été révoqué ou dont le mandat est expiré ou est sur le point d'expirer, avant d'avoir obtenu par écrit de celui-ci, sur demande, sa version des raisons de son remplacement.	Remplaçant
Exception	(8) A person otherwise qualified may accept an appointment or consent to be appointed as a public accountant if, within the prescribed period after making the request, the person does not receive a reply.	(8) Toutefois, toute personne par ailleurs compétente peut accepter d'être nommée expert-comptable si, dans le délai réglementaire suivant la demande, elle ne reçoit pas de réponse.	Exception
Effect of non-compliance	(9) The appointment of a person who does not make the request is void.	(9) La nomination d'une personne qui n'a pas fait la demande est sans effet.	Effet de l'inobservation
Review engagement — designated corporations	188. (1) Subject to subsection (2), the public accountant of a designated corporation shall conduct a review engagement in the prescribed manner.	188. (1) L'expert-comptable effectue, de la manière prévue par règlement, une mission d'examen de l'organisation désignée.	Mission d'examen — organisations désignées
Audit engagement — designated corporations	(2) The public accountant of a designated corporation shall conduct an audit engagement in the prescribed manner if the corporation's members pass an ordinary resolution requiring an audit engagement.	(2) Il effectue toutefois, de la manière prévue par règlement, une mission de vérification de l'organisation désignée si les membres l'exigent par résolution ordinaire.	Mission de vérification
Validity of resolution	(3) The resolution is valid only until the following annual meeting of members or for the period specified in the resolution.	(3) La résolution est valide jusqu'à l'assemblée annuelle suivante ou jusqu'à l'expiration de la période qu'elle prévoit.	Durée de validité de la résolution

Audit engagement — other corporations	189. (1) Subject to subsection (2), the public accountant of a corporation that is not a designated corporation shall conduct an audit engagement in the prescribed manner.	189. (1) L'expert-comptable effectue, de la manière prévue par règlement, une mission de vérification de l'organisation autre qu'une organisation désignée.	Mission de vérification — autres organisations
Review engagement — other corporations	(2) The public accountant of a soliciting corporation that is not a designated corporation shall conduct a review engagement in the prescribed manner if (a) the corporation has gross annual revenues for its last completed financial year that are equal to or less than the prescribed amount or is deemed to have such revenues under paragraph 190(b); and (b) its members pass a special resolution requiring a review engagement.	(2) Il effectue toutefois, de la manière prévue par règlement, une mission d'examen de l'organisation ayant recours à la sollicitation — autre qu'une organisation désignée — dont les revenus annuels bruts du dernier exercice terminé sont égaux ou inférieurs au montant réglementaire, ou réputés tels en application de l'alinéa 190b), si les membres l'exigent par résolution extraordinaire.	Mission d'examen
Validity of resolution	(3) The resolution is valid only until the following annual meeting of members.	(3) La résolution n'est valide que jusqu'à l'assemblée annuelle suivante.	Durée de validité de la résolution
Deemed revenues	190. On the application of a soliciting corporation, the Director may, on any terms that the Director thinks fit and if the Director is satisfied that doing so would not be prejudicial to the public interest, deem the corporation to have (a) revenues referred to in paragraph 179(a); or (b) revenues referred to in paragraph 189(2)(a), if the corporation is not a designated corporation.	190. S'il est convaincu que cela ne portera pas atteinte à l'intérêt public, le directeur peut, sur demande de l'organisation ayant recours à la sollicitation, décider qu'elle est réputée, selon les conditions qu'il estime indiquées : a) soit avoir les revenus visés à l'alinéa 179a); b) soit avoir les revenus visés au paragraphe 189(2), s'il ne s'agit pas d'une organisation désignée.	Décision du directeur — revenus
Report on financial statements	191. After conducting an audit engagement or a review engagement, the public accountant shall report in the prescribed manner on the financial statements required by this Act to be placed before the members, except any financial statements or part of those statements that relate to the period referred to in subparagraph 172(1)(a)(ii).	191. Après la mission de vérification ou d'examen, selon le cas, l'expert-comptable fait rapport, de la manière réglementaire, sur les états financiers que la présente loi ordonne de présenter aux membres, à l'exception des états financiers ou de la partie de ceux-ci se rapportant à la période visée au sous-alinéa 172(1)a)(ii).	Rapport sur les états financiers
Reliance on other public accountant	192. (1) Despite section 193, a public accountant of a holding corporation may reasonably rely on the report of a public accountant of a body corporate or an unincorporated business the accounts of which are included in whole or in part in the financial statements of the corporation.	192. (1) Malgré l'article 193, l'expert-comptable de l'organisation mère peut, d'une manière raisonnable, se fonder sur le rapport de l'expert-comptable d'une personne morale ou d'une entreprise commerciale dépourvue de la personnalité morale dont les comptes sont entièrement ou partiellement inclus dans les états financiers de l'organisation.	Rapport d'un autre expert-comptable
Reasonableness	(2) For the purpose of subsection (1), reasonableness is a question of fact.	(2) Le bien-fondé de la décision de l'expert-comptable à cet égard est une question de fait.	Question de fait

Application	(3) Subsection (1) applies whether or not the financial statements of the holding corporation reported on by the public accountant are in consolidated form.	(3) Le paragraphe (1) s'applique, que les états financiers de l'organisation mère soient consolidés ou non.	Application
Right to information	193. (1) At the request of a public accountant of a corporation, the present or former directors, officers, employees, agents or mandataries of the corporation shall furnish the following, if they are reasonably able to do so and if, in the opinion of the public accountant, it is necessary to enable the public accountant to conduct the review or audit engagement required under section 188 or 189 and to make the report required under section 191: (a) any information and explanations; and (b) access to records, documents, books, accounts and vouchers of the corporation or any of its subsidiaries.	193. (1) À la demande de l'expert-comptable, les administrateurs, dirigeants, employés ou mandataires de l'organisation, ou leurs prédécesseurs, lui fournissent des renseignements et des éclaircissements et lui donnent accès à tous les livres, documents, comptes et pièces justificatives de l'organisation ou de ses filiales dans la mesure où il l'estime nécessaire pour agir conformément aux articles 188 ou 189 et 191 et où il est raisonnable pour ces personnes d'accéder à cette demande.	Droit à l'information
Directors to obtain and furnish information	(2) On the demand of the public accountant of a corporation, the directors of the corporation shall (a) obtain from the present or former directors, officers, employees, agents or mandataries of any subsidiary of the corporation the information and explanations that they are reasonably able to furnish and that are, in the opinion of the public accountant, necessary to enable the public accountant to conduct the review or audit engagement required under section 188 or 189 and to make the report required under section 191; and (b) furnish the public accountant with the information and explanations so obtained.	(2) À la demande de l'expert-comptable, les administrateurs de l'organisation : a) obtiennent des administrateurs, dirigeants, employés ou mandataires de ses filiales, ou de leurs prédécesseurs, les renseignements et éclaircissements que ces personnes peuvent raisonnablement fournir et que l'expert-comptable estime nécessaires pour agir conformément aux articles 188 ou 189 et 191; b) lui fournissent les renseignements et éclaircissements ainsi obtenus.	Droit à l'information — filiales
No civil liability	(3) A person who in good faith makes an oral or written communication under subsection (1) or (2) is not liable in any civil proceeding arising from having made the communication.	(3) Nul n'encourt de responsabilité civile pour avoir fait, de bonne foi, une déclaration orale ou écrite au titre des paragraphes (1) ou (2).	Immunité
Audit committee	194. (1) A corporation may have an audit committee and, if it does, the committee shall be composed of not less than three directors, a majority of whom are not officers or employees of the corporation or any of its affiliates.	194. (1) L'organisation peut avoir un comité de vérification; un tel comité est composé d'au moins trois administrateurs dont la majorité ne sont ni dirigeants ni employés de celle-ci ou des personnes morales de son groupe.	Comité de vérification
Duty of committee	(2) The audit committee shall review the financial statements of the corporation before they are approved under section 178.	(2) Le comité de vérification examine les états financiers de l'organisation avant leur approbation conformément à l'article 178.	Fonctions du comité
Public accountant's attendance	(3) The corporation shall send the public accountant notice of the time and place of any meeting of the audit committee. The public ac-	(3) L'organisation envoie à l'expert-comptable un avis des date, heure et lieu de la réunion du comité de vérification. L'expert-	Présence de l'expert-comptable aux réunions

countant is entitled to attend the meeting at the expense of the corporation and be heard, and shall attend every meeting of the committee if requested to do so by one of its members.

Calling meeting

(4) The public accountant or a member of the audit committee may call a meeting of the committee.

Notice of errors

195. (1) A director or an officer of a corporation shall immediately notify any audit committee and the public accountant of any error or misstatement of which the director or officer becomes aware in a financial statement that the public accountant or a former public accountant has reported on.

Directors to be informed

(2) A public accountant or former public accountant of a corporation who is notified or becomes aware of an error or misstatement in a financial statement on which they have reported shall, if in their opinion the error or misstatement is material, inform each director accordingly.

Duty of directors

(3) When the public accountant or former public accountant informs the directors of an error or misstatement in a financial statement,

(a) the directors shall prepare and issue revised financial statements or otherwise inform the members; and

(b) the corporation shall send the Director a copy of the revised financial statements or a notice of the error or misstatement, if the corporation is one that is required to comply with section 176.

Qualified privilege — defamation

196. Any oral or written statement or report made under this Act by the public accountant or former public accountant of a corporation has qualified privilege.

comptable peut assister aux réunions du comité de vérification aux frais de l'organisation et a le droit d'y être entendu; il doit y assister à la demande de tout membre du comité.

(4) La réunion du comité de vérification peut être convoquée par l'un de ses membres ou par l'expert-comptable.

Convocation de la réunion

195. (1) Tout administrateur ou dirigeant avise immédiatement le comité de vérification et l'expert-comptable des erreurs ou renseignements inexacts dont il prend connaissance dans les états financiers ayant fait l'objet d'un rapport de ce dernier ou de l'un de ses prédécesseurs.

Avis au comité de vérification et à l'expert-comptable

(2) L'expert-comptable ou celui de ses prédécesseurs qui prend connaissance d'une erreur ou d'un renseignement inexact, à son avis important, dans des états financiers sur lequel il a fait rapport, en informe chaque administrateur.

Avis aux administrateurs

(3) Les administrateurs ainsi avisés de l'existence d'erreurs ou de renseignements inexacts dans les états financiers soit dressent et publient des états financiers rectifiés, soit en informent par tout moyen les membres; l'organisation envoie les états financiers rectifiés au directeur ou un avis de l'existence d'erreurs ou de renseignements inexacts, si elle est tenue de se conformer à l'article 176.

Obligation des administrateurs

196. Les experts-comptables ou leurs prédécesseurs jouissent d'une immunité relative en ce qui concerne les déclarations orales ou écrites et les rapports qu'ils font en vertu de la présente loi.

Immunité — diffamation

PART 13

FUNDAMENTAL CHANGES

Amendment of articles or by-laws

197. (1) A special resolution of the members — or, if section 199 applies, of each applicable class or group of members — is required to make any amendment to the articles or the by-laws of a corporation to

(a) change the corporation's name;

(b) change the province in which the corporation's registered office is situated;

PARTIE 13

MODIFICATION DE STRUCTURE

197. (1) Une résolution extraordinaire des membres — ou de chaque catégorie ou groupe de membres si l'article 199 s'applique — est nécessaire pour modifier les statuts ou les règlements administratifs de l'organisation à l'une des fins suivantes :

a) changer sa dénomination;

Modification des statuts ou des règlements administratifs

- (c) add, change or remove any restriction on the activities that the corporation may carry on;
- (d) create a new class or group of members;
- (e) change a condition required for being a member;
- (f) change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) subject to section 133, increase or decrease the number of — or the minimum or maximum number of — directors fixed by the articles;
- (j) change the statement of the purpose of the corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation;
- (l) change the manner of giving notice to members entitled to vote at a meeting of members;
- (m) change the method of voting by members not in attendance at a meeting of members; or
- (n) add, change or remove any other provision that is permitted by this Act to be set out in the articles.

- b) transférer le siège dans une autre province;
- c) ajouter, modifier ou supprimer toute restriction quant à ses activités;
- d) créer de nouvelles catégories ou de nouveaux groupes de membres;
- e) modifier les conditions requises pour en devenir membre;
- f) modifier la désignation de ses catégories ou groupes de membres ou ajouter, modifier ou supprimer tous droits et conditions dont ils sont assortis;
- g) scinder une catégorie ou un groupe de membres en plusieurs catégories ou groupes et fixer les droits et conditions dont ils sont assortis;
- h) ajouter, modifier ou supprimer toute disposition concernant le transfert des adhésions;
- i) sous réserve de l'article 133, augmenter ou diminuer le nombre fixe, minimal ou maximal d'administrateurs prévu par les statuts;
- j) changer le libellé de sa déclaration d'intention;
- k) changer la déclaration relative à la répartition du reliquat de ses biens après le règlement de ses dettes;
- l) changer les façons d'aviser les membres habiles à voter aux assemblées;
- m) changer les méthodes selon lesquelles les membres qui ne sont pas présents à l'assemblée sont autorisés à voter;
- n) ajouter, modifier ou supprimer toute autre disposition que la présente loi autorise à insérer dans les statuts.

Revocation

(2) The directors of a corporation may, if authorized by the members in the special resolution effecting an amendment under this section, revoke the resolution before it is acted on without further approval of the members.

(2) Si les membres les y autorisent par la résolution extraordinaire prévue au présent article, les administrateurs peuvent, sans autre approbation, annuler la résolution avant qu'il n'y soit donné suite.

Annulation de la résolution

Amendment of number name

(3) Despite subsection (1), if a corporation has a designating number as a name, the directors may amend its articles to change that name to a verbal name.

(3) Malgré le paragraphe (1), les administrateurs de l'organisation ayant une dénomination numérique peuvent en modifier les statuts pour adopter une dénomination exprimée en lettres.

Modification de la dénomination numérique

Proposal to amend	198. (1) Subject to subsection (2), a director, or a member who is entitled to vote at an annual meeting of members, may, in accordance with section 163, propose to make an amendment referred to in subsection 197(1).	198. (1) Sous réserve du paragraphe (2), tout administrateur ou tout membre habile à voter à une assemblée annuelle peut, conformément à l'article 163, proposer une modification des statuts ou des règlements administratifs visée au paragraphe 197(1).	Proposition de modification
Notice of amendment	(2) Notice of a meeting of members at which a proposal to make an amendment referred to in subsection 197(1) is to be considered shall set out the proposed amendment.	(2) La proposition de modification doit figurer dans l'avis de convocation de l'assemblée où elle sera examinée.	Avis de la proposition
Class vote	199. (1) The members of a class or group of members are, unless the articles otherwise provide in the case of an amendment referred to in paragraphs (a) and (e), entitled to vote separately as a class or group on a proposal to make an amendment referred to in subsection 197(1) to (a) effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group; (b) add, change or remove the rights or conditions attached to the memberships of the class or group, including (i) to reduce or remove a liquidation preference, or (ii) to add, remove or change prejudicially voting or transfer rights of the class or group; (c) increase the rights of any other class or group of members having rights equal or superior to those of the class or group; (d) increase the rights of a class or group of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group; (e) create a new class or group of members having rights equal or superior to those of the class or group; or (f) effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.	199. (1) Sauf disposition contraire des statuts relative aux modifications visées aux alinéas a) et e), les membres d'une catégorie ou d'un groupe peuvent voter séparément sur les propositions visant à apporter une modification visée au paragraphe 197(1) et qui aurait l'un des effets suivants : a) échanger, reclasser ou annuler tout ou partie des adhésions de la catégorie ou du groupe; b) étendre, modifier ou supprimer les droits ou conditions dont sont assorties les adhésions de la catégorie ou du groupe, notamment : (i) en réduisant ou supprimant une préférence en matière de liquidation, (ii) en étendant, supprimant ou modifiant, de manière préjudiciable, les droits de vote ou de transfert de la catégorie ou du groupe; c) accroître les droits, égaux ou supérieurs, conférés par les adhésions d'une autre catégorie ou d'un autre groupe; d) accroître les droits inférieurs conférés par les adhésions d'une autre catégorie ou d'un autre groupe afin de les rendre égaux ou supérieurs à ceux conférés par les adhésions de leur catégorie ou de leur groupe; e) créer une nouvelle catégorie ou un nouveau groupe dont les adhésions confèrent des droits égaux ou supérieurs à ceux de leur catégorie ou de leur groupe; f) échanger tout ou partie des adhésions d'une autre catégorie ou d'un autre groupe contre celles de leur catégorie ou de leur groupe ou créer un droit à cette fin.	Vote par catégorie ou groupe

Right to vote	(2) Subsection (1) applies whether or not memberships of a class or group otherwise carry the right to vote.	(2) Le paragraphe (1) s'applique même si l'adhésion d'une catégorie ou d'un groupe ne confère aucun droit de vote par ailleurs.	Droit de vote
Separate resolutions	(3) A proposal to make an amendment referred to in subsection (1) is adopted when the members of each class or group entitled to vote separately on the amendment as a class or group have approved the amendment by a special resolution.	(3) L'adoption de toute proposition visée au paragraphe (1) est subordonnée à son approbation par voie de résolution extraordinaire votée séparément par les membres de chaque catégorie ou groupe intéressé.	Résolutions distinctes
Delivery of articles	200. Subject to any revocation under subsection 197(2), after an amendment to the articles has been adopted under section 197 or 199, articles of amendment in the form that the Director fixes shall be sent to the Director.	200. Sous réserve de l'annulation prévue au paragraphe 197(2), après une modification adoptée en vertu des articles 197 ou 199, les clauses de modification des statuts sont envoyées au directeur en la forme établie par lui.	Envoi des clauses de modification
Certificate of amendment	201. On receipt of articles of amendment, the Director shall issue a certificate of amendment in accordance with section 276.	201. Sur réception des clauses de modification, le directeur délivre un certificat de modification au titre de l'article 276.	Certificat de modification
Effect of certificate	202. (1) An amendment to the articles becomes effective on the date shown in the certificate of amendment and the articles are amended accordingly.	202. (1) La modification prend effet à la date précisée dans le certificat de modification et les statuts sont modifiés en conséquence.	Prise d'effet de la modification
Rights preserved	(2) No amendment to the articles affects an existing cause of action or claim or liability to prosecution in favour of or against the corporation or its directors or officers, or any civil, criminal or administrative action or proceeding to which a corporation or its directors or officers is a party.	(2) La modification est sans effet sur les causes d'actions déjà nées pouvant engager l'organisation, ses administrateurs ou ses dirigeants et sur les poursuites civiles, pénales ou administratives auxquelles ils sont parties.	Maintien des droits
Restated articles	203. (1) The directors may at any time, and shall when so directed by the Director, restate the articles of incorporation.	203. (1) Les administrateurs peuvent mettre à jour les statuts constitutifs, et doivent le faire si le directeur le leur ordonne.	Mise à jour des statuts
Delivery of articles	(2) Restated articles of incorporation in the form that the Director fixes shall be sent to the Director.	(2) Les statuts mis à jour sont envoyés au directeur en la forme établie par lui.	Envoi des statuts mis à jour
Restated certificate	(3) On receipt of restated articles of incorporation, the Director shall issue a restated certificate of incorporation in accordance with section 276.	(3) Sur réception des statuts mis à jour, le directeur délivre un certificat de constitution à jour au titre de l'article 276.	Certificat de constitution
Effect of certificate	(4) Restated articles of incorporation are effective on the date shown in the restated certificate of incorporation and supersede the original articles of incorporation and all amendments to those articles.	(4) Les statuts mis à jour prennent effet à la date précisée dans le certificat et remplacent les statuts constitutifs antérieurs ainsi que leurs modifications.	Prise d'effet des statuts mis à jour
Amalgamation	204. Two or more corporations may amalgamate and continue as one corporation.	204. Plusieurs organisations peuvent fusionner en une seule et même organisation.	Fusion
Amalgamation agreement	205. (1) Each corporation proposing to amalgamate shall enter into an agreement set-	205. (1) Les organisations qui se proposent de fusionner concluent une convention qui	Convention de fusion

ting out the terms and means of effecting the amalgamation and, in particular, setting out

- (a) the provisions that are required to be included in articles of incorporation under section 7 or in the by-laws under section 154;
- (b) the name and address of each proposed director of the amalgamated corporation;
- (c) the manner in which the memberships of each amalgamating corporation are to be converted into memberships of the amalgamated corporation;
- (d) whether the by-laws of the amalgamated corporation are to be those of one of the amalgamating corporations and, if not, a copy of the proposed by-laws; and
- (e) details of any arrangements necessary to perfect the amalgamation and to provide for the subsequent management and operation of the amalgamated corporation.

Cancellation

(2) If a membership in an amalgamating corporation is held by or on behalf of another amalgamating corporation, the amalgamation agreement shall provide for the cancellation, without any repayment of capital, of the membership when the amalgamation becomes effective. No provision shall be made in the agreement for the conversion of the membership into membership of the amalgamated corporation.

Member approval

206. (1) The directors of each amalgamating corporation shall submit the amalgamation agreement for approval to a meeting of the members of the amalgamating corporation of which they are directors and, subject to subsection (4), to the members of each class or group of members.

Notice of meeting

(2) Each amalgamating corporation shall give notice of a meeting of members in accordance with section 162 to its members and shall include in the notice a copy or summary of the amalgamation agreement.

Right to vote

(3) Each membership in an amalgamating corporation carries the right to vote in respect of an amalgamation agreement whether or not it otherwise carries the right to vote.

Class vote

(4) The members of a class or group of members of each amalgamating corporation are entitled to vote separately as a class or group in respect of an amalgamation agreement if the

énonce les modalités de la fusion et notamment :

- a) les dispositions dont les articles 7 ou 154, selon le cas, exigent l'insertion dans les statuts constitutifs ou les règlements administratifs;
- b) les nom et adresse des futurs administrateurs de l'organisation issue de la fusion;
- c) les modalités d'échange des adhésions de chaque organisation contre des adhésions de l'organisation issue de la fusion;
- d) les règlements administratifs envisagés pour l'organisation issue de la fusion, qui peuvent être ceux de l'une des organisations fusionnantes;
- e) les dispositions à prendre pour parfaire la fusion et pour assurer la gestion et l'exploitation de l'organisation issue de la fusion.

(2) La convention de fusion prévoit, au moment de la fusion, l'annulation, sans remboursement de capital, des adhésions de l'une des organisations fusionnantes qui sont détenues par une autre organisation fusionnante ou pour son compte, mais ne peut prévoir l'échange de ces adhésions contre des adhésions de l'organisation issue de la fusion.

Annulation de certaines adhésions

206. (1) Les administrateurs de chacune des organisations fusionnantes doivent soumettre la convention de fusion à l'approbation de l'assemblée des membres de leur organisation et, sous réserve du paragraphe (4), aux membres de chaque catégorie ou groupe.

Approbation des membres

(2) Chaque organisation fusionnante donne à ses membres avis de l'assemblée, de la façon prévue à l'article 162, et y joint un exemplaire ou un résumé de la convention de fusion.

Avis de l'assemblée

(3) Chaque adhésion des organisations fusionnantes, assortie ou non du droit de vote, confère un droit de vote quant à la convention de fusion.

Droit de vote

(4) Les membres d'une catégorie ou d'un groupe de chaque organisation fusionnante ont le droit de voter séparément sur la convention de fusion si celle-ci contient une clause qui,

Vote par catégorie ou groupe

amalgamation agreement contains a provision that, if contained in a proposed amendment to the articles, would entitle the members to vote as a class or group under section 199.

Member approval

(5) Subject to subsection (4), an amalgamation agreement is adopted when the members of each amalgamating corporation have approved the amalgamation by special resolutions.

Termination

(6) An amalgamation agreement may provide that at any time before the issue of a certificate of amalgamation the agreement may be terminated by the directors of an amalgamating corporation, despite approval of the agreement by the members of all or any of the amalgamating corporations.

Vertical short-form amalgamation

207. (1) A holding corporation and one or more of its subsidiary corporations may amalgamate and continue as one corporation without complying with sections 205 and 206 if

(a) the amalgamation is approved by a resolution of the directors of each amalgamating corporation;

(b) all memberships in each amalgamating subsidiary corporation are held by one or more of the other amalgamating corporations; and

(c) the resolutions provide that

(i) the memberships in each amalgamating subsidiary corporation shall be cancelled without any repayment of capital in respect of those memberships, and

(ii) except as may be prescribed, the articles of amalgamation shall be the same as the articles of the amalgamating holding corporation.

Horizontal short-form amalgamation

(2) Two or more wholly-owned subsidiary corporations of the same holding body corporate may amalgamate and continue as one corporation without complying with sections 205 and 206 if

(a) the amalgamation is approved by a resolution of the directors of each amalgamating corporation; and

(b) the resolutions provide that

(i) the memberships in all but one of the amalgamating subsidiary corporations shall be cancelled without any repayment

dans une proposition de modification des statuts, leur aurait conféré ce droit en vertu de l'article 199.

(5) Sous réserve du paragraphe (4), l'adoption de la convention de fusion intervient lors de son approbation par résolution extraordinaire des membres de chaque organisation fusionnante.

Adoption de la convention

(6) Les administrateurs de l'une des organisations fusionnantes peuvent résilier la convention de fusion, si elle prévoit une disposition à cet effet, avant la délivrance du certificat de fusion, malgré son approbation par les membres de toutes les organisations fusionnantes ou de certaines d'entre elles.

Résiliation

207. (1) L'organisation mère et une ou plusieurs de ses filiales qui sont des organisations peuvent fusionner en une seule et même organisation sans avoir à se conformer aux articles 205 et 206 lorsque les conditions suivantes sont réunies :

a) leurs administrateurs respectifs approuvent la fusion par voie de résolution;

b) toutes les adhésions enregistrées par les filiales sont détenues par une ou plusieurs des autres organisations fusionnantes;

c) les résolutions prévoient que :

(i) d'une part, les adhésions enregistrées par les filiales seront annulées sans remboursement de capital,

(ii) d'autre part, sous réserve des dispositions réglementaires, les statuts de fusion seront identiques à ceux de l'organisation mère.

Fusion verticale simplifiée

(2) Plusieurs filiales qui sont des organisations dont est entièrement propriétaire la même personne morale peuvent fusionner en une seule et même organisation sans avoir à se conformer aux articles 205 et 206 lorsque les conditions suivantes sont réunies :

a) leurs administrateurs respectifs approuvent la fusion par voie de résolution;

b) les résolutions prévoient que :

(i) d'une part, les adhésions enregistrées par les filiales, sauf celles de l'une d'entre

Fusion horizontale simplifiée

of capital in respect of those memberships, and

(ii) except as may be prescribed, the articles of amalgamation shall be the same as the articles of the amalgamating subsidiary corporation whose memberships are not cancelled.

Sending of articles

208. (1) Subject to subsection 206(6), after an amalgamation has been adopted under section 206 or approved under section 207, articles of amalgamation in the form that the Director fixes shall be sent to the Director together with the documents required by sections 20 and 128.

Attached declarations

(2) The articles of amalgamation shall have attached to them a statutory declaration of a director or an officer of each amalgamating corporation that establishes to the satisfaction of the Director that

(a) there are reasonable grounds for believing that

(i) each amalgamating corporation is, and the amalgamated corporation will be, able to pay its liabilities as they become due, and

(ii) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities; and

(b) there are reasonable grounds for believing that

(i) no creditor will be prejudiced by the amalgamation, or

(ii) adequate notice has been given to all known creditors of the amalgamating corporations and no creditor objects to the amalgamation otherwise than on grounds that are frivolous or vexatious.

Adequate notice

(3) For the purposes of subsection (2), adequate notice is given if

(a) a notice in writing is sent to each known creditor having a claim against the corporation that exceeds the prescribed amount;

(b) a notice is published once in a newspaper published or distributed in the place where the corporation has its registered office and reasonable notice is given in each province where the corporation carries on activities; and

elles, seront annulées sans remboursement de capital,

(ii) d'autre part, sous réserve des dispositions réglementaires, les statuts de fusion seront identiques à ceux de la filiale dont les adhésions ne sont pas annulées.

Envoi des statuts de fusion

208. (1) Sous réserve du paragraphe 206(6), les statuts de l'organisation issue de la fusion doivent, après l'approbation de la fusion en vertu des articles 206 ou 207, être envoyés au directeur en la forme établie par lui et avec les documents exigés par les articles 20 et 128.

Déclarations solennelles annexées

(2) Les statuts de fusion doivent comporter en annexe la déclaration solennelle de l'un des administrateurs ou dirigeants de chaque organisation fusionnante établissant, à la satisfaction du directeur, l'existence de motifs raisonnables de croire ce qui suit :

a) d'une part, chaque organisation fusionnante et l'organisation issue de la fusion pourront acquitter leur passif à échéance et, d'autre part, la valeur de réalisation de l'actif de l'organisation issue de la fusion ne sera pas inférieure au total de son passif;

b) ou bien la fusion ne portera préjudice à aucun créancier, ou bien les créanciers connus des organisations fusionnantes, ayant reçu un avis adéquat, ne s'opposent pas à la fusion, si ce n'est pour des motifs futiles ou vexatoires.

Avis adéquat

(3) Pour l'application du paragraphe (2), pour être adéquat l'avis doit à la fois :

a) être écrit et envoyé à chaque créancier connu dont la créance est supérieure à la somme réglementaire;

b) paraître dans un journal publié ou diffusé au lieu du siège de l'organisation et recevoir une publicité suffisante dans chaque province où celle-ci exerce ses activités;

c) indiquer l'intention de l'organisation de fusionner, en conformité avec la présente loi,

	(c) each notice states that the corporation intends to amalgamate with one or more specified corporations in accordance with this Act and that a creditor of the corporation may object to the amalgamation within the prescribed period.	avec les organisations qu'il mentionne et le droit des créanciers de cette organisation de s'opposer à la fusion dans le délai réglementaire.	
Certificate of amalgamation	(4) On receipt of articles of amalgamation, the Director shall issue a certificate of amalgamation in accordance with section 276.	(4) Sur réception des statuts de fusion, le directeur délivre un certificat de fusion au titre de l'article 276.	Certificat de fusion
Rights preserved	209. On the date shown in a certificate of amalgamation, the amalgamation of the amalgamating corporations and their continuance as one corporation become effective and from that date (a) the property of each amalgamating corporation continues to be the property of the amalgamated corporation; (a.1) for the purposes of determining whether the amalgamated corporation is a soliciting corporation or whether paragraph 235(1)(c) applies to the amalgamated corporation, the income received prior to that date by any of the amalgamating corporations is deemed to have been received by the amalgamated corporation; (b) the amalgamated corporation continues to be liable for the obligations of each amalgamating corporation; (c) an existing cause of action, claim or liability to prosecution is unaffected; (d) a civil, criminal or administrative action or proceeding pending by or against an amalgamating corporation may be continued by or against the amalgamated corporation; (e) a conviction against, or ruling, order or judgment in favour of or against, an amalgamating corporation may be enforced by or against the amalgamated corporation; and (f) the articles of amalgamation are deemed to be the articles of incorporation of the amalgamated corporation and the certificate of amalgamation is deemed to be the certificate of incorporation of the amalgamated corporation.	209. La fusion des organisations en une seule et même organisation prend effet à la date précisée dans le certificat de fusion et, à compter de cette date : a) les biens de chaque organisation appartiennent à l'organisation issue de la fusion; a.1) afin de déterminer si l'organisation issue de la fusion est une organisation ayant recours à la sollicitation ou si l'alinéa 235(1)c) s'y applique, le revenu touché avant cette date par les organisations fusionnantes est réputé avoir été touché par l'organisation issue de la fusion; b) l'organisation issue de la fusion est responsable des obligations de chaque organisation; c) les causes d'actions déjà nées peuvent être opposées à l'organisation issue de la fusion; d) l'organisation issue de la fusion remplace toute organisation fusionnante dans les poursuites civiles, pénales ou administratives engagées par ou contre celle-ci; e) toute décision judiciaire ou quasi judiciaire rendue en faveur d'une organisation fusionnante ou contre elle est exécutoire à l'égard de l'organisation issue de la fusion; f) les statuts de fusion et le certificat de fusion sont réputés être les statuts constitutifs et le certificat de constitution de l'organisation issue de la fusion.	Prise d'effet de la fusion et maintien des droits
Amalgamation under other federal Acts	210. (1) Subject to subsection (2), a corporation may not amalgamate with one or more bodies corporate under the <i>Bank Act</i> , the <i>Cooperative Credit Associations Act</i> , the <i>Insurance</i>	210. (1) Nulle organisation ne peut fusionner avec une ou plusieurs autres personnes morales sous le régime de la <i>Loi sur les banques</i> , de la <i>Loi sur les associations coopératives de</i>	Fusion sous le régime de certaines lois fédérales

Companies Act or the *Trust and Loan Companies Act* unless the corporation is first authorized to do so by the members in accordance with section 206.

crédit, de la *Loi sur les sociétés d'assurances* ou de la *Loi sur les sociétés de fiducie et de prêt* à moins d'y être préalablement autorisée par ses membres en conformité avec l'article 206.

Short-form amalgamations	(2) A corporation may not amalgamate with one or more bodies corporate under the provisions of one of the Acts referred to in subsection (1) respecting short-form amalgamations unless the corporation is first authorized to do so by the directors in accordance with section 207.	(2) Nulle organisation ne peut non plus fusionner avec une ou plusieurs autres personnes morales selon la procédure simplifiée prévue à l'une ou l'autre de ces lois à moins d'y être préalablement autorisée par ses administrateurs en conformité avec l'article 207.	Fusion simplifiée
Discontinuance	(3) On receipt of a notice that a corporation has amalgamated under one of the Acts referred to in subsection (1), the Director shall issue a certificate of discontinuance in accordance with section 276 if the Director is of the opinion that the corporation has been amalgamated in accordance with this section.	(3) Sur réception d'un avis attestant que l'organisation a fusionné sous le régime de l'une ou l'autre de ces lois, le directeur délivre un certificat de changement de régime au titre de l'article 276 s'il estime que la fusion a été effectuée conformément au présent article.	Certificat de changement de régime
Notice deemed to be articles	(4) For the purposes of section 276, a notice referred to in subsection (3) is deemed to be articles that are in the form that the Director fixes.	(4) Pour l'application de l'article 276, cet avis est réputé constituer des statuts en la forme établie par le directeur.	Fiction
Act ceases to apply	(5) This Act ceases to apply to the corporation on the date shown in the certificate of discontinuance.	(5) La présente loi cesse de s'appliquer à l'organisation à la date précisée dans le certificat de changement de régime.	Cessation d'effet
Non-application	(6) For greater certainty, section 208 does not apply to a corporation that amalgamates under one of the Acts referred to in subsection (1).	(6) Il est entendu que l'article 208 ne s'applique pas à l'organisation qui fusionne sous le régime d'une loi mentionnée au paragraphe (1).	Non-application
Continuance — import	211. (1) A body corporate incorporated or continued otherwise than by or under an Act of Parliament may apply to the Director for a certificate of continuance if so authorized by the laws of its jurisdiction and if the body corporate satisfies, or by its articles of continuance would satisfy, the requirements for incorporation under this Act.	211. (1) La personne morale constituée ou prorogée autrement que sous le régime d'une loi fédérale peut demander au directeur de lui délivrer un certificat de prorogation si la loi qui la régit le permet et si elle satisfait, ou satisferait aux termes de ses statuts de prorogation, aux critères régissant la constitution d'organisations au titre de la présente loi.	Prorogation — importation
Amendments in articles of continuance	(2) A body corporate that applies for a certificate under subsection (1) may, without so stating in its articles of continuance, effect by those articles any amendment to its act of incorporation, articles, letters patent or memorandum or articles of association that a corporation incorporated under this Act may make to its articles.	(2) La personne morale qui demande sa prorogation en vertu du paragraphe (1) peut, par ses statuts de prorogation et sans autre précision, modifier son acte constitutif, ses statuts, ses lettres patentes ou son mémoire de conventions, pourvu qu'il s'agisse de modifications qu'une organisation constituée en vertu de la présente loi peut apporter à ses statuts.	Modifications effectuées par les statuts de prorogation
Share capital	(3) If the body corporate is a body corporate with share capital, it shall establish the terms	(3) Si elle a un capital-actions, la personne morale détermine les règles régissant sa	Modalités de conversion

	and conditions on which it is converted to a body corporate without share capital.	conversion en personne morale sans capital-actions.	
Articles of continuance	(4) If a body corporate wishes to apply for a certificate under subsection (1), articles of continuance in the form that the Director fixes shall be sent to the Director together with the documents required by sections 20 and 128.	(4) Les statuts de prorogation sont envoyés au directeur, en la forme établie par lui, avec les documents exigés par les articles 20 et 128.	Envoi des statuts de prorogation
Certificate of continuance	(5) On receipt of articles of continuance, the Director shall issue a certificate of continuance in accordance with section 276.	(5) Sur réception des statuts de prorogation, le directeur délivre un certificat de prorogation au titre de l'article 276.	Certificat de prorogation
Effect of certificate	(6) From the date shown in the certificate of continuance (a) the body corporate becomes a corporation to which this Act applies as if it had been incorporated under this Act; (b) the articles of continuance are deemed to be the articles of incorporation of the continued corporation; (c) the certificate of continuance is deemed to be the certificate of incorporation of the continued corporation; and (d) any shareholders or members cease to be shareholders or members of the body corporate and become members of the continued corporation.	(6) À compter de la date précisée dans le certificat de prorogation : (a) la personne morale devient une organisation régie par la présente loi comme si elle avait été constituée en vertu de celle-ci; (b) les statuts de prorogation sont réputés être les statuts constitutifs de l'organisation issue de la prorogation; (c) le certificat de prorogation est réputé être le certificat de constitution de l'organisation issue de la prorogation; (d) les membres ou actionnaires de la personne morale deviennent des membres de l'organisation issue de la prorogation.	Effets du certificat
Copy of certificate	(7) The Director shall immediately send a copy of the certificate of continuance to the appropriate official or public body in the jurisdiction in which continuance under this Act was authorized.	(7) Le directeur envoie immédiatement un exemplaire du certificat de prorogation au fonctionnaire ou à l'administration compétents du ressort où la prorogation sous le régime de la présente loi a été autorisée.	Exemplaire du certificat
Rights preserved	(8) From the date of continuance of a body corporate as a corporation under this Act, (a) the property of the body corporate continues to be the property of the corporation; (b) the corporation continues to be liable for the obligations of the body corporate; (c) an existing cause of action, claim or liability to prosecution is unaffected; (d) any civil, criminal or administrative action or proceeding pending by or against the body corporate may be continued by or against the corporation; and (e) any conviction against, or ruling, order or judgment in favour of or against, the body corporate may be enforced by or against the corporation.	(8) À compter de la date de prorogation d'une personne morale sous forme d'organisation régie par la présente loi : (a) l'organisation est propriétaire des biens de cette personne morale; (b) l'organisation est responsable des obligations de cette personne morale; (c) les causes d'actions déjà nées peuvent être opposées à l'organisation; (d) l'organisation remplace la personne morale dans les poursuites civiles, pénales ou administratives engagées par ou contre celle-ci; (e) toute décision judiciaire ou quasi judiciaire rendue en faveur de la personne morale ou contre elle est exécutoire à l'égard de l'organisation.	Maintien des droits

Deemed compliance	(9) A membership in a body corporate issued before the body corporate was continued under this Act is deemed to have been issued in compliance with this Act and the articles of continuance.	(9) Les adhésions enregistrées par une personne morale avant sa prorogation sous le régime de la présente loi sont réputées l'avoir été en conformité avec la présente loi et les statuts de prorogation.	Adhésions enregistrées avant la prorogation
Definition of "charter"	212. (1) In this section, "charter" includes (a) the text of an Act of incorporation and of any amendments to that Act; (b) any letters patent, supplementary letters patent, certificate of incorporation and certificate of amendment; and (c) in the case of a body corporate incorporated under the <i>Pension Fund Societies Act</i> , the text of that Act and the by-laws of the body corporate.	212. (1) Au présent article, sont assimilés à une charte : a) le texte de la loi constitutive ainsi que ses modifications; b) les lettres patentes, initiales ou supplémentaires, et les certificats de constitution ou de modification; c) dans le cas d'une personne morale constituée sous le régime de la <i>Loi sur les sociétés de caisse de retraite</i> , le texte de cette loi et les règlements administratifs de la personne morale.	Définition de « charte »
Amendment of charter	(2) In connection with a continuance under this Act, the shareholders or members of a body corporate incorporated or continued by or under a special Act of Parliament who are entitled to vote at annual meetings of shareholders or members may, despite the charter of the body corporate, (a) by special resolution, authorize the directors of the body corporate to apply under section 211 for a certificate of continuance; and (b) by the same resolution, make any amendment to the charter of the body corporate that a corporation incorporated under this Act may make to its articles.	(2) En ce qui concerne la prorogation sous le régime de la présente loi, les actionnaires ou les membres d'une personne morale constituée ou prorogée sous le régime d'une loi spéciale du Parlement qui ont le droit de voter aux assemblées annuelles peuvent, malgré la charte de celle-ci : a) autoriser les administrateurs, par résolution extraordinaire, à demander, conformément à l'article 211, un certificat de prorogation; b) apporter à la charte de la personne morale, par la même résolution, toutes les modifications qu'une organisation constituée en vertu de la présente loi peut apporter à ses statuts.	Demande de certificat de prorogation — personnes morales constituées par loi spéciale
Amendment of charter — other bodies corporate	(3) In connection with a continuance under this Act, the shareholders or members of a body corporate incorporated or continued by or under an Act of Parliament, other than this Act or a special Act, who are entitled to vote at annual meetings of shareholders or members may, subject to any other Act of Parliament or the charter of the body corporate, (a) by special resolution, authorize the directors of the body corporate to apply under section 211 for a certificate of continuance; and (b) by the same resolution, make any amendment to the charter of the body corporate	(3) En ce qui concerne la prorogation sous le régime de la présente loi, les actionnaires ou les membres d'une personne morale constituée ou prorogée sous le régime d'une loi fédérale — autre que la présente loi ou une loi spéciale du Parlement — qui ont le droit de voter aux assemblées annuelles peuvent, sous réserve de toute autre loi fédérale ou de la charte de la personne morale : a) autoriser les administrateurs, par résolution extraordinaire, à demander, conformément à l'article 211, un certificat de prorogation; b) apporter à la charte de la personne morale, par la même résolution, toutes les modi-	Demande de certificat de prorogation — autres personnes morales

rate that a corporation incorporated under this Act may make to its articles.

fications qu'une organisation constituée en vertu de la présente loi peut apporter à ses statuts.

Change of class or group rights

(4) Despite subsections (2) and (3), the members of a body corporate may not, by a special resolution under either of those subsections, make any amendment of the nature referred to in subsection 199(1) that affects a class or group of members, unless

(4) Malgré les paragraphes (2) et (3), les membres d'une personne morale ne peuvent, par la résolution extraordinaire visée à l'un de ces paragraphes, apporter des modifications analogues à celles visées au paragraphe 199(1) et touchant une catégorie ou un groupe d'adhésions, sauf dans les cas suivants :

Changement des droits afférents à une catégorie ou à un groupe d'adhésions

(a) the charter of the body corporate otherwise provides in respect of an amendment of the nature referred to in paragraph 199(1)(a) or (e); or

a) la charte de la personne morale permet d'apporter des modifications analogues à celles visées aux alinéas 199(1)a) ou e);

(b) the members of the class or group approve the amendment in accordance with section 199.

b) les membres de cette catégorie ou de ce groupe approuvent la modification selon les modalités prévues à l'article 199.

Change of class or series rights

(5) Despite subsections (2) and (3), the shareholders of a body corporate with shares may not, by a special resolution under either of those subsections, make any amendment affecting a class or series of shares unless the shareholders of the class or series approve the amendment in accordance with section 199.

(5) Malgré les paragraphes (2) et (3), les actionnaires d'une personne morale avec capital-actions ne peuvent, par la résolution extraordinaire visée à l'un de ces paragraphes, apporter des modifications touchant une catégorie ou une série d'actions sans l'approbation des actionnaires de cette catégorie ou de cette série selon les modalités prévues à l'article 199.

Changement des droits afférents à une catégorie ou à une série d'actions

Authorizing continuance

(6) Subject to subsection (9), the directors of a body corporate incorporated or continued by or under a special Act of Parliament may, despite the charter of the body corporate, apply under section 211 for a certificate of continuance if the articles of continuance do not make any amendment to the charter of the body corporate other than an amendment required to conform to this Act.

(6) Sous réserve du paragraphe (9), les administrateurs d'une personne morale constituée ou prorogée sous le régime d'une loi spéciale du Parlement peuvent, malgré la charte de celle-ci, demander, conformément à l'article 211, un certificat de prorogation si les statuts de prorogation n'apportent à la charte de la personne morale que les modifications visant à la rendre conforme à la présente loi.

Demande de certificat de prorogation — personnes morales constituées par loi spéciale

Authorizing continuance — other bodies corporate

(7) Subject to subsection (9), the directors of a body corporate incorporated or continued by or under an Act of Parliament, other than this Act or a special Act, may, subject to any other Act of Parliament or the charter of the body corporate, apply under section 211 for a certificate of continuance if the articles of continuance do not make any amendment to the charter of the body corporate other than an amendment required to conform to this Act.

(7) Sous réserve du paragraphe (9), les administrateurs d'une personne morale constituée ou prorogée sous le régime d'une loi fédérale — autre que la présente loi ou une loi spéciale du Parlement — peuvent, sous réserve de la charte de celle-ci ou de toute autre loi fédérale, demander, conformément à l'article 211, un certificat de prorogation si les statuts de prorogation n'apportent à la charte de la personne morale que les modifications visant à la rendre conforme à la présente loi.

Demande de certificat de prorogation — autres personnes morales

Financial institutions

(8) For the purposes of this section, every body corporate that is incorporated or continued by or under an Act of Parliament and to which the *Bank Act*, the *Cooperative Credit Associations Act*, the *Insurance Companies Act* or the *Trust and Loan Companies Act* applies is

(8) Pour l'application du présent article, toute personne morale constituée ou prorogée sous le régime d'une loi fédérale et régie par la *Loi sur les banques*, la *Loi sur les associations coopératives de crédit*, la *Loi sur les sociétés d'assurances* ou la *Loi sur les sociétés de fidu-*

Présomption

	deemed to be incorporated or continued by or under an Act of Parliament other than this Act or a special Act.	<i>cie et de prêt</i> est réputée être constituée ou prorogée sous le régime d'une loi fédérale autre que la présente loi ou une loi spéciale.	
Discretionary continuance	(9) The Governor in Council may, by order, require a body corporate without share capital incorporated by or under an Act of Parliament other than this Act to apply for a certificate of continuance under section 211 within any period that may be prescribed except for the following: (a) a bank; (b) an association to which the <i>Cooperative Credit Associations Act</i> applies; (c) a company or society to which the <i>Insurance Companies Act</i> applies; and (d) a company to which the <i>Trust and Loan Companies Act</i> applies.	(9) Le gouverneur en conseil peut, par décret, enjoindre à toute personne morale sans capital-actions constituée sous le régime d'une loi fédérale — à l'exception de la présente loi — de demander, dans le délai réglementaire, un certificat de prorogation conformément à l'article 211, sauf: a) une banque; b) une association régie par la <i>Loi sur les associations coopératives de crédit</i> ; c) une société ou société de secours régie par la <i>Loi sur les sociétés d'assurances</i> ; d) une société régie par la <i>Loi sur les sociétés de fiducie et de prêt</i> .	Prorogation discrétionnaire
Fees	(10) A body corporate that obtains a certificate of continuance under this section is not required to pay any fees in respect of the continuance.	(10) Aucun droit de prorogation n'est exigible de la personne morale qui obtient un certificat de prorogation au titre du présent article.	Droits non exigibles
Special Act no longer applicable	(11) On the continuance of a body corporate without share capital incorporated by a special Act of Parliament as a corporation under this Act, the special Act ceases to apply to the corporation.	(11) La loi spéciale du Parlement ayant constitué la personne morale sans capital-actions cesse de s'appliquer à celle-ci dès sa prorogation au titre de la présente loi.	Non-application de la loi spéciale
Dissolution	(12) A body corporate referred to in subsection (9) that does not make an application to obtain a certificate of continuance within the period prescribed is dissolved on the expiry of that period.	(12) La personne morale visée au paragraphe (9) qui ne demande pas de certificat de prorogation dans le délai imparti est dissoute à l'expiration de ce délai.	Dissolution
Continuance — other jurisdictions	213. (1) Subject to subsection (10), a corporation may apply to the appropriate official or public body of another jurisdiction requesting that the corporation be continued as if it had been incorporated under the laws of that other jurisdiction if the corporation (a) is authorized by the members in accordance with subsections (3) to (5) to make the application; and (b) establishes to the satisfaction of the Director that its proposed continuance in the other jurisdiction will not adversely affect creditors or members of the corporation.	213. (1) Sous réserve du paragraphe (10), l'organisation qui y est autorisée par ses membres conformément aux paragraphes (3) à (5) et qui convainc le directeur que ni ses créanciers ni ses membres n'en subiront de préjudice peut demander à l'administration ou au fonctionnaire compétents relevant d'une autre autorité législative de la proroger sous le régime des lois de celle-ci.	Prorogation — exportation
Continuance — other federal Acts	(2) A corporation that is authorized by the members in accordance with subsections (3) to (5) may apply to the appropriate Minister or the Director for its continuance under the <i>Bank Act</i> ,	(2) L'organisation qui y est autorisée par ses membres conformément aux paragraphes (3) à (5) peut demander au ministre compétent ou au directeur de la proroger sous le régime de la <i>Loi</i>	Prorogation sous le régime de certaines lois fédérales

the *Canada Cooperatives Act*, the *Cooperative Credit Associations Act*, the *Insurance Companies Act* or the *Trust and Loan Companies Act*.

sur les associations coopératives de crédit, de la *Loi sur les banques*, de la *Loi canadienne sur les coopératives*, de la *Loi sur les sociétés d'assurances* ou de la *Loi sur les sociétés de fiducie et de prêt*.

Notice of meeting	(3) The corporation shall give members notice of a meeting of members in accordance with section 162.	(3) L'organisation avise les membres, de la façon prévue à l'article 162, de la tenue de l'assemblée.	Avis de l'assemblée
Right to vote	(4) Each membership in the corporation carries the right to vote in respect of a continuance whether or not it otherwise carries the right to vote.	(4) Chaque adhésion, assortie ou non du droit de vote, confère un droit de vote quant à la prorogation.	Droit de vote
Member approval	(5) An application for continuance is authorized when the members have approved of the continuance by a special resolution.	(5) La demande de prorogation est autorisée lorsqu'elle est approuvée par les membres par voie de résolution extraordinaire.	Approbation des membres
Termination	(6) The directors of a corporation may, if authorized by the members at the time of approving an application for continuance, abandon the application without further approval of the members.	(6) Les administrateurs qui y sont autorisés par les membres au moment de l'approbation de la demande de prorogation peuvent renoncer à celle-ci sans autre autorisation.	Désistement
Discontinuance	(7) On receipt of a notice that the corporation has been continued under the laws of another jurisdiction or an Act referred to in subsection (2), the Director shall issue a certificate of discontinuance in accordance with section 276 if the Director is of the opinion that the corporation has been continued in accordance with this section.	(7) Sur réception d'un avis attestant que l'organisation a été prorogée sous le régime des lois d'une autre autorité législative ou d'une loi mentionnée au paragraphe (2), le directeur délivre un certificat de changement de régime au titre de l'article 276 s'il estime que la prorogation a été effectuée conformément au présent article.	Certificat de changement de régime
Notice deemed to be articles	(8) For the purposes of section 276, a notice referred to in subsection (7) is deemed to be articles that are in the form that the Director fixes.	(8) Pour l'application de l'article 276, cet avis est réputé constituer des statuts en la forme établie par le directeur.	Fiction
Act ceases to apply	(9) This Act ceases to apply to the corporation on the date shown in the certificate of discontinuance.	(9) La présente loi cesse de s'appliquer à l'organisation à la date précisée dans le certificat de changement de régime.	Cessation d'effet
Prohibition	(10) A corporation shall not be continued as a body corporate under the laws of another jurisdiction unless those laws provide in effect that (a) the property of the corporation continues to be the property of the body corporate; (b) the body corporate continues to be liable for the obligations of the corporation; (c) an existing cause of action, claim or liability to prosecution is unaffected; (d) any civil, criminal or administrative action or proceeding pending by or against the	(10) Les lois de toute autre autorité législative sous le régime desquelles l'organisation est prorogée sous forme de personne morale doivent prévoir que : a) la personne morale est propriétaire des biens de l'organisation; b) la personne morale est responsable des obligations de l'organisation; c) les causes d'actions déjà nées peuvent être opposées à la personne morale; d) la personne morale remplace l'organisation dans les poursuites civiles, pénales ou	Maintien des droits

	corporation may be continued by or against the body corporate; and	administratives engagées par ou contre celle-ci;	
	(e) any conviction against, or ruling, order or judgment in favour of or against, the corporation may be enforced by or against the body corporate.	e) toute décision judiciaire ou quasi judiciaire rendue en faveur de l'organisation ou contre elle est exécutoire à l'égard de la personne morale.	
Extraordinary sale, lease or exchange	214. (1) A sale, a lease or an exchange of all or substantially all of the property of a corporation other than in the ordinary course of its activities requires the authorization of the members in accordance with subsections (2) to (6).	214. (1) Les ventes, locations ou échanges de la totalité ou quasi-totalité des biens de l'organisation qui n'interviennent pas dans le cours normal de ses activités doivent être autorisés par les membres conformément aux paragraphes (2) à (6).	Vente, location ou échange faits hors du cours normal des activités
Notice of meeting	(2) The corporation shall give members notice of a meeting of members in accordance with section 162 and shall include a copy or summary of the proposed agreement of sale, lease or exchange.	(2) L'organisation avise les membres, de la façon prévue à l'article 162, de la tenue d'une assemblée et joint à l'avis un exemplaire ou un résumé du projet d'acte de vente, de location ou d'échange.	Avis d'assemblée
Member approval	(3) At the meeting of members, the members may authorize the sale, lease or exchange and may fix, or authorize the directors to fix, any of the terms and conditions of the sale, lease or exchange.	(3) Lors de l'assemblée, les membres peuvent autoriser la vente, la location ou l'échange, et peuvent en fixer les modalités ou autoriser les administrateurs à le faire.	Approbation des membres
Right to vote	(4) Each membership in the corporation carries the right to vote in respect of the sale, lease or exchange whether or not it otherwise carries the right to vote.	(4) Chaque adhésion, assortie ou non du droit de vote, confère un droit de vote quant aux opérations visées au paragraphe (1).	Droit de vote
Class vote	(5) The members of a class or group of members are entitled to vote separately as a class or group in respect of the sale, lease or exchange only if the class or group is affected by the sale, lease or exchange in a manner different from the members of another class or group.	(5) L'opération ne peut faire l'objet d'un vote séparé pour une catégorie ou un groupe de membres que si elle a un effet particulier sur cette catégorie ou ce groupe.	Vote par catégorie ou groupe
Member approval	(6) The sale, lease or exchange is authorized when the members of each class or group entitled to vote on it have approved it by a special resolution.	(6) Elle est autorisée dès que tous les membres de chaque catégorie ou groupe habiles à voter l'approuvent par résolution extraordinaire.	Approbation de l'opération
Abandonment	(7) The directors of a corporation may, if authorized by the members approving a proposed sale, lease or exchange, and subject to the rights of third parties, abandon the sale, lease or exchange without further approval of the members.	(7) Sous réserve des droits des tiers, les administrateurs qui y sont autorisés par les membres au moment de l'approbation de l'opération peuvent renoncer à celle-ci sans autre autorisation.	Abandon de l'opération
Definition of "reorganization"	215. (1) In this section, "reorganization" means a reorganization pursuant to (a) a court order made under section 253; (b) a court order made under the <i>Bankruptcy and Insolvency Act</i> approving a proposal; or	215. (1) Au présent article, la réorganisation d'une organisation se fait par voie d'ordonnance que le tribunal rend en vertu : a) soit de l'article 253;	Réorganisation

	(c) a court order made under any other Act of Parliament that affects the rights among a corporation and its members and creditors.	b) soit de la <i>Loi sur la faillite et l'insolvabilité</i> pour approuver une proposition; c) soit de toute autre loi fédérale touchant les rapports de droit entre l'organisation, ses membres et ses créanciers.	
Powers of court	(2) If a corporation is subject to an order referred to in subsection (1), the order may also require any amendment of the articles or by-laws to effect any change that might be made under section 197.	(2) L'ordonnance peut exiger que toute modification prévue à l'article 197 soit apportée aux statuts ou aux règlements administratifs de l'organisation.	Pouvoirs du tribunal
Further powers	(3) If a court makes an order referred to in subsection (1), the court may also (a) authorize the issue of debt obligations of the corporation and fix their terms; and (b) appoint directors in place of or in addition to all or any of the directors then in office.	(3) Le tribunal qui rend l'ordonnance peut également : a) autoriser l'émission de titres de créance et fixer les conditions afférentes à ceux-ci; b) nommer d'autres administrateurs ou remplacer ceux qui sont en fonctions.	Pouvoirs supplémentaires
Articles of reorganization	(4) After an order referred to in subsection (1) has been made, articles of reorganization in the form that the Director fixes shall be sent to the Director together with the documents required by section 20 and subsection 134(1), if applicable.	(4) Après le prononcé de l'ordonnance, les clauses de réorganisation sont envoyées au directeur, en la forme établie par lui, accompagnées, le cas échéant, des documents exigés par l'article 20 et le paragraphe 134(1).	Envoi des clauses de réorganisation
Certificate of amendment	(5) On receipt of articles of reorganization, the Director shall issue a certificate of amendment in accordance with section 276.	(5) Sur réception des clauses de réorganisation, le directeur délivre un certificat de modification au titre de l'article 276.	Certificat de modification
Effect of certificate	(6) A reorganization becomes effective on the date shown in the certificate of amendment and the articles are amended accordingly.	(6) La réorganisation prend effet à la date précisée dans le certificat de modification et les statuts de l'organisation sont modifiés en conséquence.	Prise d'effet de la réorganisation
Definition of "arrangement"	216. (1) In this section, "arrangement" includes (a) an amendment to the articles of a corporation; (b) an amalgamation of two or more corporations; (c) an amalgamation of a body corporate with a corporation that results in an amalgamated corporation subject to this Act; (d) a division of the activities carried on by a corporation; (e) a transfer of all or substantially all of the property of a corporation to another body corporate in exchange for money or other property, shares, memberships or debt obligations of the body corporate;	216. (1) Au présent article, «arrangement» s'entend notamment : a) de la modification des statuts d'une organisation; b) de la fusion d'organisations; c) de la fusion d'une personne morale et d'une organisation pour former une organisation régie par la présente loi; d) du fractionnement des activités d'une organisation; e) du transfert de tout ou partie des biens d'une organisation à une autre personne morale sous une contrepartie en numéraire, en actions, en biens, en adhésions ou en titres de créance de celle-ci;	Définition de « arrangement »

	(f) an exchange of debt obligations or memberships of a corporation for money or other property or other memberships or debt obligations of the corporation or money or other property, shares, memberships or debt obligations of another body corporate; (g) a liquidation and dissolution of a corporation; and (h) any combination of operations referred to in paragraphs (a) to (g).	f) de l'échange de titres de créance ou d'adhésions d'une organisation contre des biens, du numéraire, des adhésions ou des titres de créance de l'organisation ou d'une autre personne morale, ou contre des actions d'une autre personne morale; g) de la liquidation et de la dissolution d'une organisation; h) de toute combinaison des opérations visées aux alinéas a) à g).	
Application to court for approval of arrangement	(2) If it is not practicable for a corporation to effect a fundamental change in the nature of an arrangement under any other provision of this Act, the corporation may apply to a court for an order approving an arrangement proposed by the corporation.	(2) Lorsqu'il lui est pratiquement impossible d'opérer, en vertu d'une autre disposition de la présente loi, une modification de structure équivalant à un arrangement, l'organisation peut demander au tribunal d'approuver, par ordonnance, l'arrangement qu'elle propose.	Demande d'approbation au tribunal
Powers of court	(3) On an application under this section, the court may make any interim or final order that it thinks fit, including (a) an order determining the notice to be given to any interested person or dispensing with notice to any person other than the Director; (b) an order appointing counsel, at the expense of the corporation, to represent the interests of the members; (c) an order requiring a corporation to call, hold and conduct a meeting of members or holders of debt obligations issued by the corporation in any manner that the court directs; and (d) an order approving an arrangement as proposed by the corporation or as amended in any manner that the court directs.	(3) Le tribunal, saisi d'une demande en vertu du présent article, peut notamment, par l'ordonnance provisoire ou définitive qu'il estime indiquée : a) préciser les avis à donner aux intéressés ou accorder une dispense d'avis à toute personne autre que le directeur; b) nommer, aux frais de l'organisation, un avocat pour défendre les intérêts des membres; c) enjoindre à l'organisation, selon les modalités qu'il fixe, de convoquer et de tenir une assemblée des membres ou des détenteurs de titres de créance; d) approuver ou modifier selon ses directives l'arrangement proposé par l'organisation.	Pouvoirs du tribunal
Notice to Director	(4) An applicant for any interim or final order under this section shall give the Director notice of the application and the Director is entitled to appear and be heard in person or by counsel.	(4) L'organisation qui présente une demande d'ordonnance provisoire ou définitive en vertu du présent article en donne avis au directeur; celui-ci peut comparaître en personne ou par ministère d'avocat.	Avis au directeur
Articles of arrangement	(5) After an order referred to in paragraph (3)(d) has been made, articles of arrangement in the form that the Director fixes shall be sent to the Director together with the documents required by section 20 and subsection 134(1), if applicable.	(5) Après le prononcé de l'ordonnance visée à l'alinéa (3)d), les clauses d'arrangement sont envoyées au directeur, en la forme établie par lui, accompagnées, le cas échéant, des documents exigés par l'article 20 et le paragraphe 134(1).	Envoi des clauses d'arrangement
Certificate of arrangement	(6) On receipt of articles of arrangement, the Director shall issue a certificate of arrangement in accordance with section 276.	(6) Sur réception des clauses d'arrangement, le directeur délivre un certificat d'arrangement au titre de l'article 276.	Certificat d'arrangement

Effect of certificate	(7) An arrangement becomes effective on the date shown in the certificate of arrangement.	(7) L'arrangement prend effet à la date précisée dans le certificat d'arrangement.	Prise d'effet de l'arrangement
	PART 14	PARTIE 14	
	LIQUIDATION AND DISSOLUTION	LIQUIDATION ET DISSOLUTION	
Definition of "court"	217. In this Part, "court", in relation to a corporation, means a court having jurisdiction in the place where the corporation has its registered office.	217. Dans la présente partie, «tribunal» désigne le tribunal compétent du ressort du siège de l'organisation.	Définition de « tribunal »
Application of Part	218. (1) This Part does not apply to a corporation for which there is a trustee in bankruptcy, a trustee under a proposal or an interim receiver under the <i>Bankruptcy and Insolvency Act</i> , or a receiver acting under a provincial law, until the end of the prescribed period after (a) the trustee or interim receiver has been discharged; or (b) the receiver has provided to the Superintendent of Bankruptcy the final report and statement of accounts required by subsection 246(3) of the <i>Bankruptcy and Insolvency Act</i>.	218. (1) La présente partie ne s'applique à l'organisation, si un syndic, un syndic désigné dans une proposition ou un séquestre intérimaire agit à son égard en vertu de la <i>Loi sur la faillite et l'insolvabilité</i> ou si un séquestre agit à son égard en vertu d'une loi provinciale, qu'à l'expiration de la période réglementaire suivant la libération du syndic ou du séquestre intérimaire ou la transmission par le séquestre de son rapport définitif et de son état de compte au surintendant des faillites au titre du paragraphe 246(3) de cette loi.	Application de la présente partie
Staying proceedings	(2) Any proceedings under this Part to dissolve or to liquidate and dissolve a corporation that are pending when a trustee, interim receiver or receiver referred to in subsection (1) becomes entitled to act with respect to the corporation are stayed until the end of the prescribed period after (a) the trustee or interim receiver has been discharged; or (b) the receiver has provided to the Superintendent of Bankruptcy the final report and statement of accounts required by subsection 246(3) of the <i>Bankruptcy and Insolvency Act</i>.	(2) Toute procédure soit de dissolution, soit de liquidation et de dissolution engagée en vertu de la présente partie, et en cours au moment où le syndic, le séquestre intérimaire ou le séquestre visé au paragraphe (1) devient autorisé à agir à l'égard de l'organisation, est suspendue jusqu'à l'expiration de la période réglementaire suivant la libération du syndic ou du séquestre intérimaire ou la transmission par le séquestre de son rapport définitif et de son état de compte au surintendant des faillites au titre du paragraphe 246(3) de la <i>Loi sur la faillite et l'insolvabilité</i> .	Suspension des procédures
Revival	219. (1) If a corporation or other body corporate is dissolved under this Part, or if a body corporate created or continued under Part II of the <i>Canada Corporations Act</i> , chapter C-32 of the Revised Statutes of Canada, 1970 — or that is subject to Part III of that Act — is dissolved under that Act, any interested person may apply to the Director to have the dissolved corporation or other body corporate revived as a corporation under this Act.	219. (1) Tout intéressé peut demander au directeur la reconstitution en organisation régie par la présente loi d'une organisation ou d'une autre personne morale dissoute en vertu de la présente partie, ou d'une personne morale dissoute en vertu de la <i>Loi sur les corporations canadiennes</i> , chapitre C-32 des Statuts révisés de 1970, après avoir été créée ou prorogée sous le régime de la partie II de cette loi ou assujettie à la partie III de la même loi.	Reconstitution
Articles of revival	(2) Articles of revival in the form that the Director fixes shall be sent to the Director.	(2) Les statuts de reconstitution sont envoyés au directeur en la forme établie par lui.	Envoi des statuts de reconstitution

Certificate of revival	(3) On receipt of articles of revival, the Director shall issue a certificate of revival in accordance with section 276, if (a) the dissolved corporation or body corporate has fulfilled all conditions precedent that the Director considers reasonable; and (b) there is no valid reason for refusing to issue the certificate.	(3) Sur réception des statuts de reconstitution, le directeur délivre un certificat de reconstitution au titre de l'article 276 si : a) d'une part, l'organisation ou la personne morale dissoute a rempli les conditions préalables à la délivrance qu'il estime raisonnables; b) d'autre part, il n'y a aucun motif valable d'en refuser la délivrance.	Certificat de reconstitution
Date of revival	(4) A dissolved corporation or other body corporate is revived as a corporation under this Act on the date shown on the certificate of revival.	(4) L'organisation ou la personne morale dissoute est reconstituée en organisation régie par la présente loi à la date précisée dans le certificat.	Prise d'effet de la reconstitution
Special Act no longer applicable	(5) On the revival of a body corporate without share capital incorporated by a special Act of Parliament as a corporation under this Act, the special Act ceases to apply to the corporation.	(5) La loi spéciale du Parlement ayant constitué la personne morale sans capital-actions cesse de s'appliquer à celle-ci dès sa reconstitution au titre de la présente loi.	Non-application de la loi spéciale
Rights preserved	(6) Subject to any reasonable terms that may be imposed by the Director, to the rights acquired by any person after its dissolution and to any changes to the internal affairs of the corporation or body corporate after its dissolution, the revived corporation is, in the same manner and to the same extent as if it had not been dissolved, (a) restored to its previous position in law, including the restoration of any rights and privileges whether arising before its dissolution or after its dissolution but before its revival; and (b) liable for the obligations that it would have had if it had not been dissolved, whether they arise before its dissolution or after its dissolution but before its revival.	(6) Sous réserve des modalités raisonnables imposées par le directeur, des droits acquis par toute personne après sa dissolution et de tout changement aux affaires internes de l'organisation ou de la personne morale survenu après sa dissolution, l'organisation reconstituée recouvre, comme si elle n'avait jamais été dissoute : a) la même situation juridique, notamment ses droits et privilèges, indépendamment de leur date d'acquisition; b) la responsabilité des obligations qui seraient les siennes si elle n'avait pas été dissoute, indépendamment de la date où elles ont été contractées.	Maintien des droits
Legal actions	(7) Any legal action respecting the affairs of a revived corporation taken between the time of its dissolution and its revival is valid and effective.	(7) Est valide toute action en justice concernant les affaires internes de l'organisation reconstituée intentée entre le moment de sa dissolution et celui de sa reconstitution.	Actions en justice
Definition of "interested person"	(8) In this section, "interested person" includes (a) a member, a director, an officer, an employee and a creditor of a dissolved corporation or body corporate; (b) a person who has a contract — other than, in Quebec, a contract by gratuitous title — with the dissolved corporation or body corporate;	(8) Pour l'application du présent article, « intéressé » s'entend notamment : a) du membre, de l'administrateur, du dirigeant, de l'employé ou du créancier de l'organisation ou de la personne morale dissoute; b) de toute personne liée par un contrat — à l'exclusion, au Québec, du contrat à titre gratuit —	Définition de « intéressé »

(c) a person who, although at the time of dissolution of the corporation or body corporate was not a person described in paragraph (a), would be such a person if a certificate of revival were issued under this section; and

(d) a trustee in bankruptcy or a liquidator for the dissolved corporation or body corporate.

tuit — conclu avec l'organisation ou la personne morale dissoute;

c) de toute personne qui, bien que non visée par l'alinéa a) à la date de la dissolution, le deviendrait si l'organisation ou la personne morale était reconstituée;

d) du syndic de faillite ou du liquidateur de l'organisation ou de la personne morale dissoute.

Dissolution before commencing activities	220. (1) A corporation that has not issued any memberships may be dissolved at any time by resolution of all the directors.	220. (1) L'organisation n'ayant enregistré aucune adhésion peut être dissoute par résolution de tous les administrateurs.	Dissolution avant le début des activités
Dissolution if no property	(2) A corporation that has no property and no liabilities may be dissolved by special resolution of the members or, if it has more than one class or group of members, by special resolution of each class or group whether or not the members are otherwise entitled to vote.	(2) L'organisation sans biens ni dettes peut être dissoute par résolution extraordinaire des membres, votant par catégories ou groupes si les adhésions sont ainsi réparties, qu'ils soient habiles à voter ou non par ailleurs.	Dissolution d'une organisation sans biens ni dettes
Dissolution where property disposed of	(3) A corporation that has property or liabilities or both may be dissolved by special resolution of the members or, if it has more than one class or group of members, by special resolution of each class or group whether or not the members are otherwise entitled to vote, if	(3) L'organisation qui a des biens ou des dettes, ou les deux à la fois, peut être dissoute par résolution extraordinaire des membres, votant par catégories ou groupes si les adhésions sont ainsi réparties, qu'ils soient habiles à voter ou non par ailleurs, pourvu que :	Dissolution après répartition des biens de l'organisation
	(a) by the special resolution or resolutions the members authorize the directors to cause the corporation to distribute any money or other property in accordance with sections 234 to 236 and discharge any liabilities; and	a) d'une part, les résolutions autorisent les administrateurs à effectuer la répartition des biens en conformité avec les articles 234 à 236 et le règlement des dettes;	
	(b) the corporation has distributed any money or other property and discharged any liabilities before it sends articles of dissolution to the Director under subsection (4).	b) d'autre part, l'organisation ait effectué la répartition des biens et le règlement des dettes avant d'envoyer les clauses de dissolution au directeur conformément au paragraphe (4).	
Articles of dissolution	(4) Articles of dissolution in the form that the Director fixes shall be sent to the Director.	(4) Les clauses de dissolution sont envoyées au directeur en la forme établie par lui.	Envoi des clauses de dissolution
Certificate of dissolution	(5) On receipt of articles of dissolution, the Director shall issue a certificate of dissolution in accordance with section 276.	(5) Sur réception des clauses de dissolution, le directeur délivre un certificat de dissolution au titre de l'article 276.	Certificat de dissolution
Effect of certificate	(6) The corporation ceases to exist on the date shown in the certificate of dissolution.	(6) L'organisation cesse d'exister à la date précisée dans le certificat de dissolution.	Prise d'effet de la dissolution
Proposing liquidation and dissolution	221. (1) The directors may propose the voluntary liquidation and dissolution of a corporation, or a member who is entitled to vote at an annual meeting of members may make such a proposal in accordance with section 163.	221. (1) La liquidation et la dissolution volontaires de l'organisation peuvent être proposées par les administrateurs ou, conformément à l'article 163, par tout membre habile à voter à l'assemblée annuelle.	Proposition des administrateurs ou d'un membre
Notice of meeting	(2) Notice of any meeting of members at which voluntary liquidation and dissolution is	(2) L'avis de convocation de l'assemblée à laquelle il doit être statué sur la proposition de	Avis de l'assemblée

	to be proposed shall set out the terms of the proposal.	liquidation et de dissolution volontaires expose les modalités de la proposition.	
Members' resolution	(3) A corporation may liquidate and dissolve by special resolution of the members or, if the corporation has more than one class or group of members, by special resolution of each class or group whether or not the members are otherwise entitled to vote.	(3) L'organisation peut prononcer sa liquidation et sa dissolution par résolution extraordinaire des membres, votant par catégories ou groupes si les adhésions sont ainsi réparties, qu'ils soient habiles à voter ou non par ailleurs.	Résolution des membres
Statement of intent to dissolve	(4) A statement of intent to dissolve in the form that the Director fixes shall be sent to the Director.	(4) Une déclaration d'intention de dissolution est envoyée au directeur en la forme établie par lui.	Envoi de la déclaration d'intention
Certificate of intent to dissolve	(5) On receipt of a statement of intent to dissolve, the Director shall issue a certificate of intent to dissolve in accordance with section 276.	(5) Sur réception de la déclaration d'intention, le directeur délivre, au titre de l'article 276, un certificat d'intention de dissolution.	Certificat d'intention de dissolution
Effect of certificate	(6) On the issuance of a certificate of intent to dissolve, the corporation shall cease to carry on its activities except to the extent necessary for the liquidation, but its corporate existence continues until the Director issues a certificate of dissolution.	(6) Dès la délivrance du certificat d'intention, l'organisation doit cesser toute activité, sauf dans la mesure nécessaire à la liquidation, mais sa personnalité morale ne cesse d'exister qu'à la délivrance du certificat de dissolution.	Effet du certificat
Liquidation	(7) After the issuance of a certificate of intent to dissolve, the corporation shall (a) immediately cause notice of the certificate to be sent to each known creditor of the corporation; (b) without delay take reasonable steps to give notice of it in each province in Canada where the corporation was carrying on activities at the time it sent the statement of intent to dissolve to the Director; (c) do all acts required to liquidate its property — including collecting its property, transferring property referred to in section 234 and converting any property not to be transferred or distributed in kind into money — and discharge all its liabilities; and (d) after giving the notice required under paragraphs (a) and (b) and adequately providing for the discharge of all of its liabilities, distribute its remaining property, either in money or in kind, in accordance with sections 235 and 236.	(7) À la suite de la délivrance du certificat d'intention de dissolution, l'organisation : a) en envoie immédiatement avis à chaque créancier connu; b) prend sans délai toute disposition utile pour en donner avis dans chaque province où elle exerçait ses activités au moment de l'envoi au directeur de la déclaration d'intention de dissolution; c) accomplit les actes utiles à la liquidation — notamment recouvrer ses biens, remettre les biens visés à l'article 234 et réaliser en numéraire les biens qui ne sont pas destinés à être remis ou répartis en nature — et règle ses dettes; d) après avoir donné les avis exigés par les alinéas a) et b) et constitué une provision suffisante pour régler ses dettes, répartit le reliquat des biens, en numéraire ou en nature, en conformité avec les articles 235 et 236.	Liquidation
Supervision by court	(8) On the application of the Director or any interested person made at any time during the liquidation of a corporation, a court may order that the liquidation be continued under the supervision of the court as provided in this Part and make any further order that it thinks fit.	(8) Le tribunal peut, par ordonnance, sur demande présentée au cours de la liquidation par le directeur ou par tout intéressé, décider que la liquidation sera poursuivie sous sa surveillance conformément à la présente partie et prendre	Surveillance judiciaire

		toute mesure supplémentaire qu'il estime indiquée.	
Notice to Director	(9) An interested person who makes an application under this section shall give the Director notice of the application, and the Director is entitled to appear and be heard in person or by counsel.	(9) L'intéressé qui présente la demande prévue au présent article en donne avis au directeur; celui-ci peut comparaître en personne ou par ministère d'avocat.	Avis au directeur
Revocation	(10) At any time after the issue of a certificate of intent to dissolve and before the issue of a certificate of dissolution, a certificate of intent to dissolve may be revoked by sending to the Director a statement of revocation of intent to dissolve in the form that the Director fixes, if the revocation is approved in the same manner as the resolution under subsection (3).	(10) Le certificat d'intention de dissolution peut, après sa délivrance et avant celle du certificat de dissolution, être révoqué par résolution adoptée conformément au paragraphe (3), sur envoi au directeur d'une déclaration de renonciation à la dissolution en la forme établie par lui.	Révocation
Certificate of revocation of intent to dissolve	(11) On receipt of a statement of revocation of intent to dissolve, the Director shall issue a certificate of revocation of intent to dissolve in accordance with section 276.	(11) Sur réception de la déclaration de renonciation, le directeur délivre un certificat de renonciation à la dissolution au titre de l'article 276.	Certificat de renonciation à la dissolution
Effect of certificate	(12) On the date shown in the certificate of revocation of intent to dissolve, the revocation is effective and the corporation may continue to carry on its activities.	(12) La renonciation prend effet à la date précisée dans le certificat de renonciation et l'organisation peut dès lors continuer à exercer ses activités.	Prise d'effet de la renonciation
Right to dissolve	(13) If a certificate of intent to dissolve has not been revoked and the corporation has complied with subsection (7), the corporation shall prepare articles of dissolution.	(13) En l'absence de renonciation, l'organisation, après avoir observé le paragraphe (7), rédige les clauses de dissolution.	Droit de dissolution
Articles of dissolution	(14) Articles of dissolution in the form that the Director fixes shall be sent to the Director.	(14) Les clauses de dissolution sont envoyées au directeur en la forme établie par lui.	Envoi des clauses de dissolution
Certificate of dissolution	(15) On receipt of articles of dissolution, the Director shall issue a certificate of dissolution in accordance with section 276.	(15) Sur réception des clauses de dissolution, le directeur délivre un certificat de dissolution au titre de l'article 276.	Certificat de dissolution
Effect of certificate	(16) The corporation ceases to exist on the date shown in the certificate of dissolution.	(16) L'organisation cesse d'exister à la date précisée dans le certificat de dissolution.	Prise d'effet de la dissolution
Dissolution by Director	222. (1) Subject to subsections (2) and (3), the Director may (a) dissolve a corporation by issuing a certificate of dissolution under this section if the corporation (i) has not commenced its activities within the prescribed period after the date shown in its certificate of incorporation, (ii) has not carried on its activities for the prescribed period, (iii) is in default for a prescribed period in sending to the Director any fee, notice or other document required by this Act, or	222. (1) Sous réserve des paragraphes (2) et (3), le directeur peut : a) soit dissoudre, par la délivrance du certificat de dissolution prévu au présent article, toute organisation qui, selon le cas : (i) n'a pas commencé ses activités dans le délai réglementaire suivant la date précisée dans son certificat de constitution, (ii) n'a pas exercé ses activités pendant la période réglementaire, (iii) omet, pendant la période réglementaire, d'envoyer au directeur les droits,	Dissolution par le directeur

	(iv) does not have any directors or is in the situation described in subsection 130(4); or (b) apply to a court for an order dissolving the corporation, in which case section 227 applies.	avis ou autres documents exigés par la présente loi, (iv) est sans administrateur ou se trouve dans la situation visée au paragraphe 130(4); b) soit demander au tribunal sa dissolution par voie d'ordonnance, auquel cas l'article 227 s'applique.	
Publication	(2) The Director shall not dissolve a corporation under this section until the Director has (a) given notice of the decision to dissolve the corporation to the corporation and to each director; and (b) published notice of that decision in a publication generally available to the public.	(2) Le directeur ne peut dissoudre, en vertu du présent article, une organisation avant de lui avoir donné, ainsi qu'à chacun de ses administrateurs, un préavis de sa décision et d'avoir fait paraître un avis de son intention dans une publication destinée au grand public.	Préavis et publication d'un avis
Certificate of dissolution	(3) Unless cause to the contrary has been shown or an order has been made by a court under section 258, the Director may, after the expiry of the prescribed period, issue a certificate of dissolution.	(3) En l'absence d'opposition justifiée ou d'ordonnance rendue en vertu de l'article 258, le directeur peut, à l'expiration de la période réglementaire, délivrer un certificat de dissolution.	Certificat de dissolution
Exception — non-payment of incorporation fee	(4) Despite anything in this section, the Director may dissolve a corporation by issuing a certificate of dissolution if the required fee for the issuance of a certificate of incorporation has not been paid.	(4) Malgré toute autre disposition du présent article, le directeur peut dissoudre une organisation par la délivrance d'un certificat de dissolution lorsque les droits exigibles pour la délivrance du certificat de constitution n'ont pas été payés.	Non-paiement des droits de constitution
Effect of certificate	(5) The corporation ceases to exist on the date shown in the certificate of dissolution.	(5) L'organisation cesse d'exister à la date précisée dans le certificat de dissolution.	Prise d'effet de la dissolution
Grounds for dissolution	223. (1) The Director or any interested person may apply to a court for an order dissolving a corporation if the corporation has (a) failed for the prescribed period to comply with the requirements of this Act with respect to the holding of annual meetings of members; (b) contravened subsection 17(2) or section 22, 23, 174 or 175; or (c) procured any certificate under this Act by misrepresentation.	223. (1) Le directeur ou tout intéressé peut demander au tribunal d'ordonner la dissolution de l'organisation qui, selon le cas : a) a omis, pendant la période réglementaire, de respecter les exigences prévues par la présente loi concernant la tenue des assemblées annuelles; b) a enfreint les dispositions du paragraphe 17(2) ou des articles 22, 23, 174 ou 175; c) a obtenu un certificat au titre de la présente loi sur présentation de faits erronés.	Demande au tribunal
Notice to Director	(2) An interested person who makes an application under this section shall give the Director notice of the application, and the Director is entitled to appear and be heard in person or by counsel.	(2) L'intéressé qui présente la demande prévue au présent article en donne avis au directeur; celui-ci peut comparaître en personne ou par ministère d'avocat.	Avis au directeur
Dissolution order	(3) On an application under this section or section 222, the court may order that the corporation be dissolved or that the corporation be	(3) Le tribunal peut, par ordonnance, sur demande présentée en vertu du présent article ou de l'article 222, prononcer la dissolution de	Ordonnance de dissolution

	liquidated and dissolved under the supervision of the court and may make any other order that it thinks fit.	l'organisation ou en prescrire la dissolution et la liquidation sous sa surveillance, et prendre toute autre mesure qu'il estime indiquée.	
Certificate	(4) On receipt of an order under this section or section 222 or 224, the Director shall (a) if the order is to dissolve the corporation, issue a certificate of dissolution; or (b) if the order is to liquidate and dissolve the corporation under the supervision of the court, issue a certificate of intent to dissolve and publish notice of the order in a publication generally available to the public.	(4) Sur réception de l'ordonnance visée au présent article ou aux articles 222 ou 224, le directeur délivre : a) un certificat de dissolution, s'il s'agit d'une ordonnance à cet effet; b) un certificat d'intention de dissolution, dont il fait paraître un avis dans une publication destinée au grand public, s'il s'agit d'une ordonnance de liquidation et de dissolution sous surveillance judiciaire.	Certificat de dissolution ou d'intention de dissolution
Effect of certificate	(5) The corporation ceases to exist on the date shown in the certificate of dissolution.	(5) L'organisation cesse d'exister à la date précisée dans le certificat de dissolution.	Prise d'effet de la dissolution
Further grounds	224. (1) On the application of a member, a court may order the liquidation and dissolution of a corporation or any of its affiliated corporations (a) if the court is satisfied that in respect of the corporation or any of its affiliates, any of the following is oppressive or unfairly prejudicial to, or unfairly disregards the interests of, any shareholder, creditor, director, officer or member, or causes such a result: (i) any act or omission of the corporation or any of its affiliates, (ii) the conduct of the activities or affairs of the corporation or any of its affiliates, or (iii) the exercise of the powers of the directors of the corporation or any of its affiliates; or (b) if the court is satisfied that (i) a unanimous member agreement entitles a complaining member to demand dissolution of the corporation after the occurrence of a specified event and that event has occurred, or (ii) it is just and equitable that the corporation should be liquidated and dissolved.	224. (1) Le tribunal peut, sur demande d'un membre, ordonner la liquidation et la dissolution de l'organisation ou de toute autre organisation de son groupe, selon le cas : a) s'il est convaincu que l'organisation ou la personne morale de son groupe entrave l'exercice des droits de tout actionnaire, créancier, administrateur, dirigeant ou membre, ou se montre injuste à leur égard en leur portant préjudice ou en ne tenant pas compte de leurs intérêts : (i) soit par une action ou une omission qui lui est imputable, (ii) soit par la façon dont elle conduit ou a conduit ses activités ou ses affaires internes, (iii) soit par la façon dont ses administrateurs exercent ou ont exercé leurs pouvoirs; b) s'il est convaincu : (i) soit qu'il est survenu un événement qui, selon une convention unanime des membres, permet au membre mécontent d'exiger la dissolution, (ii) soit que la mesure est juste et équitable.	Demande au tribunal — autres motifs
Faith-based defence	(2) The court may not make an order under paragraph (1)(a) if the court is satisfied that (a) the corporation is a religious corporation;	(2) Toutefois, le tribunal ne peut rendre l'ordonnance en vertu de l'alinéa (1)a) s'il est convaincu que l'organisation est une organisation religieuse, que l'action ou l'omission, la conduite des activités ou des affaires internes ou l'exercice des pouvoirs à l'origine de la de-	Moyen de défense fondé sur un précepte religieux

	(b) the act or omission, the conduct or the exercise of powers is based on a tenet of faith held by the members of the corporation; and (c) it was reasonable to base the act or omission, the conduct or the exercise of powers on the tenet of faith, having regard to the activities of the corporation.	mande sont fondés sur un précepte religieux observé par les membres de l'organisation et qu'il était justifié de les fonder sur un tel précepte, compte tenu de la nature des activités de l'organisation.	
Alternative order	(3) On an application under this section, the court may make any order under this section or section 253 that it thinks fit.	(3) Sur demande présentée en vertu du présent article, le tribunal peut rendre, conformément à cet article ou à l'article 253, toute ordonnance qu'il estime indiquée.	Ordonnance subsidiaire
Application of s. 254	(4) Section 254 applies to an application under this section.	(4) L'article 254 s'applique aux demandes visées au présent article.	Application de l'article 254
Application for supervision	225. (1) An application to a court to supervise a voluntary liquidation and dissolution under subsection 221(8) shall state the reasons, verified by an affidavit of the applicant, why the court should supervise the liquidation and dissolution.	225. (1) La demande de surveillance présentée au tribunal au titre du paragraphe 221(8) doit être motivée, avec l'affidavit du demandeur à l'appui.	Demande motivée
Court supervision	(2) If a court makes an order applied for under subsection 221(8), the liquidation and dissolution of the corporation shall continue under the supervision of the court in accordance with this Act.	(2) La liquidation et la dissolution se poursuivent, conformément à la présente loi, sous la surveillance du tribunal, si l'ordonnance prévue au paragraphe 221(8) est rendue.	Surveillance
Application to court	226. (1) An application to a court under subsection 224(1) shall state the reasons, verified by an affidavit of the applicant, why the corporation should be liquidated and dissolved.	226. (1) La demande de liquidation et de dissolution visée au paragraphe 224(1) doit être motivée, avec l'affidavit du demandeur à l'appui.	Demande motivée
Show cause order	(2) On the application, the court may make an order requiring the corporation and any interested person to show cause, at a time and place specified in the order, within the prescribed period after the date of the order, why the corporation should not be liquidated and dissolved.	(2) Après le dépôt de la demande, le tribunal peut, par ordonnance, requérir l'organisation ainsi que tout intéressé d'expliquer, dans le délai réglementaire suivant le prononcé de l'ordonnance et aux lieux, dates et heures indiqués, pourquoi la liquidation et la dissolution seraient inopportunes.	Ordonnance préliminaire
Powers of court	(3) On the application, the court may order the directors and officers of the corporation to furnish the court with all material information known to or reasonably ascertainable by them, including (a) financial statements of the corporation; (b) the name and address of each member of the corporation; and (c) the name and address of each known creditor or claimant, including any creditor or claimant with unliquidated, future or con-	(3) Le tribunal peut de plus ordonner aux administrateurs et dirigeants la fourniture des renseignements pertinents qu'ils ont en leur possession ou qu'ils peuvent raisonnablement obtenir, notamment : a) les états financiers de l'organisation; b) les noms et adresses des membres; c) les noms et adresses des créanciers ou réclamants connus, y compris ceux qui ont des créances non liquidées, futures ou éventuelles, et des cocontractants de l'organisation.	Pouvoirs du tribunal

tingent claims, and any person with whom the corporation has a contract.

Publication

(4) A copy of an order made under subsection (2) shall be

(a) published as directed in the order, at a prescribed minimum frequency, before the time appointed for the hearing, in a newspaper published or distributed in the place where the corporation has its registered office; and

(b) served on the Director and each person named in the order.

Person responsible

(5) Publication and service of an order under this section shall be effected by the corporation or by any other person, and in any manner, that the court orders.

Powers of court

227. In connection with the dissolution or the liquidation and dissolution of a corporation, the court may, if it is satisfied that the corporation is able to pay or adequately provide for the discharge of all its liabilities, make

(a) an order to liquidate;

(b) an order appointing or replacing a liquidator, with or without security, and fixing the remuneration of the liquidator or their replacement;

(c) an order appointing or replacing inspectors or referees and specifying the powers and fixing the remuneration of the inspectors or referees or their replacements;

(d) an order determining the notice to be given to any interested person, or dispensing with notice to any person;

(e) an order determining the validity of any claims made against the corporation;

(f) an order, at any stage of the proceedings, restraining the directors and officers

(i) from exercising any of their powers, or

(ii) from collecting or receiving any debt or other property of the corporation and from paying out or transferring any property of the corporation, except as permitted by the court;

(g) an order determining and enforcing

(4) L'ordonnance rendue en vertu du paragraphe (2) doit à la fois :

a) paraître de la manière qui y est indiquée, selon la fréquence minimale prévue par règlement, avant la date de l'audience, dans un journal publié ou diffusé au lieu du siège de l'organisation;

b) être signifiée au directeur et aux personnes qui y sont désignées.

Publication

(5) La publication et la signification des ordonnances visées au présent article sont faites, selon les modalités que fixe le tribunal, par l'organisation ou la personne qu'il désigne.

Personne responsable

227. En vue de la dissolution, avec ou sans liquidation, le tribunal peut, par ordonnance, s'il constate la capacité de l'organisation de payer ou de constituer une provision pour régler ses dettes :

a) exiger la liquidation;

b) nommer un liquidateur ou le remplacer, en exigeant ou non une garantie, et fixer la rémunération de celui-ci ou de son remplaçant;

c) nommer des inspecteurs ou des arbitres ou les remplacer et préciser les pouvoirs et la rémunération de ceux-ci ou de leurs remplaçants;

d) préciser les avis à donner aux intéressés ou accorder une dispense d'avis;

e) statuer sur la validité des réclamations faites contre l'organisation;

f) interdire, à tout stade de la procédure, aux administrateurs et aux dirigeants :

(i) soit d'exercer tout ou partie de leurs pouvoirs,

(ii) soit de percevoir toute créance de l'organisation ou de payer, transférer ou recevoir tout bien de celle-ci, sauf dans la mesure qu'il autorise;

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g) préciser les devoirs des administrateurs, dirigeants ou membres ou de leurs prédécesseurs envers l'organisation et les contraindre à s'en acquitter et, d'autre part, préciser et

- (i) the duty of any present or former director, officer or member to the corporation, or
 - (ii) the liability of such a person for an obligation of the corporation;
 - (h) an order approving the payment, satisfaction or compromise or, in Quebec, transaction of claims against the corporation and the retention of assets for that purpose, and determining the adequacy of provisions for the payment or discharge of liabilities of the corporation, whether liquidated, unliquidated, future or contingent;
 - (i) an order determining the use of documents and records of the corporation or directing their disposition, including by destruction;
 - (j) on the application of a creditor, the inspectors or the liquidator, an order giving directions on any matter arising in the liquidation;
 - (k) an order specifying to whom the assets of the corporation will be distributed;
 - (l) after notice has been given to all interested parties, an order relieving a liquidator from any omission or default on any terms that the court thinks fit and confirming any act of the liquidator;
 - (m) subject to sections 233 to 236, an order approving any proposed interim or final distribution of money or other property;
 - (n) an order disposing of any property belonging to creditors or members who cannot be found;
 - (o) on the application of any director, officer, member or creditor or the liquidator,
 - (i) an order staying the liquidation on any terms and conditions that the court thinks fit,
 - (ii) an order continuing or discontinuing the liquidation proceedings, or
 - (iii) an order to the liquidator to restore to the corporation all its remaining property;
 - (p) after the liquidator has rendered a final account to the court, an order dissolving the corporation; and
 - (q) any other order that it thinks fit.
- mettre en jeu leur responsabilité envers les tiers pour les obligations de l'organisation;
 - h) approuver, en ce qui concerne les dettes de l'organisation, tout paiement, règlement ou transaction ainsi que toute rétention d'éléments d'actif à cet effet, et décider si les provisions constituées suffisent à régler les dettes de l'organisation, qu'elles soient ou non liquidées, futures ou éventuelles;
 - i) fixer l'usage qui sera fait des documents et livres de l'organisation et prévoir la façon de s'en départir, par destruction ou autrement;
 - j) sur demande d'un créancier, des inspecteurs ou du liquidateur, donner des instructions sur toute question touchant à la liquidation;
 - k) préciser entre qui les biens doivent être répartis;
 - l) sur avis à tous les intéressés, décharger le liquidateur de ses manquements, selon les modalités qu'il estime indiquées, et confirmer ses actes;
 - m) sous réserve des articles 233 à 236, approuver tout projet de répartition provisoire ou définitive entre les membres, en numéraire ou en nature;
 - n) fixer la destination des biens appartenant aux créanciers ou aux membres introuvables;
 - o) sur demande de tout administrateur, dirigeant, membre ou créancier ou du liquidateur :
 - (i) surseoir à la liquidation, selon les modalités qu'il estime indiquées,
 - (ii) poursuivre ou interrompre la procédure de liquidation,
 - (iii) enjoindre au liquidateur de restituer à l'organisation le reliquat des biens de celle-ci;
 - p) après la reddition de comptes définitive du liquidateur devant lui, dissoudre l'organisation;
 - q) prendre toute autre mesure qu'il estime indiquée.

Effect of order	228. The liquidation of a corporation commences when a court makes a liquidation order.	228. La liquidation de l'organisation commence dès que le tribunal rend une ordonnance à cet effet.	Effet de l'ordonnance
Cessation of activities and powers	229. (1) If a court makes an order for the liquidation of a corporation, (a) the corporation continues in existence but shall cease to carry on activities, except activities that are, in the opinion of the liquidator, required for an orderly liquidation; and (b) the powers of the directors and members cease and vest in the liquidator, except as specifically authorized by the court.	229. (1) À la suite du prononcé de l'ordonnance de liquidation : a) l'organisation, tout en continuant à exister, cesse d'exercer ses activités, à l'exception de celles que le liquidateur estime nécessaires au déroulement normal des opérations de la liquidation; b) les pouvoirs des administrateurs et des membres sont dévolus au liquidateur, sauf indication contraire et expresse du tribunal.	Cessation des activités et perte de pouvoirs
Delegation by liquidator	(2) The liquidator may delegate any powers vested in the liquidator by paragraph (1)(b) to the directors or members.	(2) Le liquidateur peut déléguer aux administrateurs ou aux membres tout ou partie des pouvoirs qui lui sont dévolus en vertu de l'alinéa (1)b).	Délégation par le liquidateur
Appointment of liquidator	230. (1) When making an order for the liquidation of a corporation or at any time after making the order, the court may appoint any person, including a director, an officer or a member of the corporation or any other body corporate, as liquidator of the corporation.	230. (1) Le tribunal peut, lorsqu'il rend l'ordonnance de liquidation ou par la suite, nommer en qualité de liquidateur toute personne, notamment l'un des administrateurs, dirigeants ou membres de l'organisation ou d'une autre personne morale.	Nomination du liquidateur
Vacancy	(2) If an order for the liquidation of a corporation has been made and the office of liquidator is or becomes vacant, the property of the corporation is under the control of the court until the office of liquidator is filled.	(2) Les biens de l'organisation sont placés sous la garde du tribunal durant toute vacance du poste de liquidateur survenant après le prononcé de l'ordonnance de liquidation.	Vacance
Duties of liquidator	231. A liquidator shall (a) immediately after appointment give notice of the appointment to the Director and to each claimant and creditor known to the liquidator; (b) in each province where the corporation carries on activities, provide, without delay, notice in accordance with the regulations of the appointment (i) requiring any person indebted to the corporation to render an account and pay to the liquidator at the time and place specified any amount owing, (ii) requiring any person possessing property of the corporation to deliver it to the liquidator at the time and place specified, and (iii) requiring any person having a claim against the corporation, whether liquidated, unliquidated, future or contingent, to	231. Le liquidateur : a) donne avis sans délai de sa nomination au directeur et aux réclamants et créanciers connus de lui; b) donne sans délai conformément aux règlements, dans chaque province où l'organisation exerce ses activités, un avis de sa nomination obligeant : (i) les débiteurs de l'organisation à lui rendre compte et à lui payer leurs dettes, aux date et lieu précisés dans l'avis, (ii) les personnes en possession des biens de l'organisation à les lui remettre aux date et lieu précisés dans l'avis, (iii) les personnes ayant une réclamation contre l'organisation à lui fournir par écrit, dans le délai réglementaire, un relevé détaillé de leur créance, qu'elle soit ou non liquidée, future ou éventuelle;	Obligations du liquidateur

present particulars of the claim in writing to the liquidator within the prescribed period;

(c) take into custody and control the property of the corporation;

(d) open and maintain a trust account for the money of the corporation;

(e) keep accounts of the money of the corporation received and paid out by the liquidator;

(f) maintain separate lists of the members, creditors and other persons having claims against the corporation;

(g) if at any time the liquidator determines that the corporation is unable to pay or adequately provide for the discharge of its liabilities, apply to the court for directions;

(h) deliver to the court and to the Director, at least once in the prescribed period after appointment or more often as the court may require, financial statements of the corporation in the form required by section 172 or in any other form that the liquidator may think proper or as the court may require; and

(i) after the final accounts are approved by the court, distribute any remaining property of the corporation in accordance with sections 234 to 236.

232. (1) A liquidator may

(a) retain legal counsel, accountants, engineers, appraisers and other professional advisers;

(b) bring, defend or take part in any civil, criminal or administrative action or proceeding on behalf of the corporation;

(c) carry on the activities of the corporation as required for an orderly liquidation;

(d) sell by public auction or private sale any property of the corporation;

(e) do all acts and execute or, in Quebec, sign any documents on behalf of the corporation;

(f) borrow money on the security of the property of the corporation;

c) assume la garde et la responsabilité de tous les biens de l'organisation;

d) ouvre un compte en fiducie pour les fonds de l'organisation;

e) tient la comptabilité des recettes et déboursés de l'organisation;

f) tient des listes distinctes des membres, créanciers et autres réclamants;

g) demande des instructions au tribunal après constatation de l'incapacité de l'organisation de régler ses dettes ou de constituer une provision suffisante à cette fin;

h) remet au tribunal ainsi qu'au directeur, au moins une fois au cours de la période réglementaire suivant sa nomination et chaque fois que le tribunal l'exige, les états financiers de l'organisation en la forme exigée à l'article 172 ou en telle autre forme jugée convenable par lui ou exigée par le tribunal;

i) après l'approbation par le tribunal de ses comptes définitifs, répartit le reliquat des biens de l'organisation en conformité avec les articles 234 à 236.

232. (1) Le liquidateur peut :

a) retenir les services de conseillers professionnels, notamment de conseillers juridiques, de comptables, d'ingénieurs et d'estimateurs;

b) ester en justice, dans le cadre de toute procédure civile, pénale ou administrative, pour le compte de l'organisation;

c) exercer les activités de l'organisation dans la mesure nécessaire à la liquidation;

d) vendre aux enchères publiques ou de gré à gré tout bien de l'organisation;

e) agir et signer des documents au nom de l'organisation;

f) contracter des emprunts garantis par les biens de l'organisation;

g) transiger sur toutes réclamations mettant en cause l'organisation ou les régler;

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	(g) settle or compromise or, in Quebec, transact on any claims by or against the corporation; and (h) do all other things necessary for the liquidation of the corporation and distribution of its property.	h) faire tout ce qui est par ailleurs nécessaire à la liquidation et à la répartition des biens de l'organisation.	
Due diligence	(2) A liquidator is not liable if the liquidator exercised the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances, including reliance in good faith on (a) financial statements of the corporation represented to the liquidator by an officer of the corporation or in a written report of the public accountant of the corporation fairly to reflect the financial condition of the corporation; or (b) a report of a person whose profession lends credibility to a statement made by that person.	(2) N'engage pas sa responsabilité le liquidateur qui a agi avec le soin, la diligence et la compétence dont ferait preuve, en pareilles circonstances, une personne prudente, notamment en s'appuyant de bonne foi sur les documents suivants : a) soit les états financiers de l'organisation qui, d'après l'un de ses dirigeants ou d'après le rapport écrit de l'expert-comptable, présentent adéquatement sa situation; b) soit les rapports des personnes dont la profession permet d'accorder foi à leurs déclarations.	Défense de diligence raisonnable
Liability for environmental matters	(3) Despite anything in federal or provincial law, a liquidator is not liable, in that capacity, for any environmental condition or environmental damage, unless the condition arose or the damage occurred after the liquidator's appointment as a result of the liquidator's gross negligence or wilful misconduct or, in Quebec, the liquidator's gross or intentional fault.	(3) Par dérogation au droit fédéral et provincial, le liquidateur est, en cette qualité, dégagé de toute responsabilité personnelle découlant de tout fait ou dommage affectant l'environnement, sauf celui survenu après sa nomination et causé par sa négligence grave ou sa faute délibérée ou, au Québec, sa faute lourde ou intentionnelle.	Responsabilité en matière d'environnement
Application for examination	(4) On the application of a liquidator, the court may — if it is satisfied that there are reasonable grounds to believe that any person has in their possession or under their control, or has concealed, withheld or misappropriated, any property of the corporation — make an order requiring that person to appear before the court at the time and place designated in the order and to be examined.	(4) S'il est convaincu de l'existence de motifs raisonnables de croire qu'une personne a en sa possession ou sous sa responsabilité ou a dissimulé, retenu ou détourné des biens de l'organisation, le tribunal peut, par ordonnance, sur demande du liquidateur, obliger celle-ci à comparaître pour interrogatoire aux date, heure et lieu fixés dans l'ordonnance.	Demande d'interrogatoire
Power of court	(5) If the court is satisfied, on the examination, that the person has concealed, withheld or misappropriated property of the corporation, the court may order that person to restore it or pay compensation to the liquidator.	(5) S'il est convaincu au terme de l'interrogatoire que la personne a dissimulé, retenu ou détourné des biens de l'organisation, le tribunal peut, par ordonnance, enjoindre à celle-ci de les restituer au liquidateur ou de lui verser une indemnité compensatoire.	Pouvoirs du tribunal
Costs of liquidation	233. (1) A liquidator shall pay the costs of liquidation out of the property of the corporation and shall pay, or make adequate provision for, all claims against the corporation.	233. (1) Le liquidateur acquitte les frais de liquidation sur les biens de l'organisation; il règle également toutes les dettes de l'organisation ou constitue une provision suffisante à cette fin.	Frais de liquidation

Final accounts	(2) Within the prescribed period after appointment, and after paying, or making adequate provision for, all claims against the corporation, the liquidator shall apply to the court (a) for approval of the final accounts and for an order permitting the liquidator to distribute in money or in kind the remaining property of the corporation in accordance with sections 234 to 236; or (b) for an extension of time, setting out the reasons for the extension.	(2) Dans le délai réglementaire suivant sa nomination et après avoir réglé toutes les dettes de l'organisation ou constitué une provision suffisante à cette fin, le liquidateur demande au tribunal : a) soit d'approuver ses comptes définitifs et de l'autoriser, par ordonnance, à répartir en numéraire ou en nature le reliquat des biens de l'organisation en conformité avec les articles 234 à 236; b) soit, motifs à l'appui, de prolonger son mandat.	Comptes définitifs
Member application	(3) On the application of a member of the corporation, the court may, if a liquidator fails to make the application required by subsection (2), order the liquidator to show cause why a final accounting and distribution should not be made.	(3) Le tribunal peut, sur demande de tout membre, ordonner au liquidateur qui néglige de présenter la demande exigée par le paragraphe (2) d'expliquer les raisons pour lesquelles les comptes définitifs ne peuvent être dressés et la répartition ne peut être effectuée.	Demande des membres
Publication	(4) A liquidator shall give notice of their intention to make an application under subsection (2) to the Director, to each inspector appointed under paragraph 227(c), to each member and to any person who provided a security or fidelity bond or fidelity insurance for the liquidation, and shall publish the notice in a newspaper published or distributed in the place where the corporation has its registered office, or as otherwise directed by the court.	(4) Le liquidateur donne avis de son intention de présenter la demande prévue au paragraphe (2) au directeur, à chaque inspecteur nommé en vertu de l'alinéa 227c), à chaque membre et aux personnes ayant fourni une sûreté ou une assurance détournement et vol pour les besoins de la liquidation, et fait paraître cet avis dans un journal publié ou diffusé au lieu du siège de l'organisation ou par tout autre moyen choisi par le tribunal.	Publication
Final order	(5) If the court approves the final accounts rendered by a liquidator, the court shall make an order (a) directing the Director to issue a certificate of dissolution; (b) giving directions regarding the custody of documents and records of the corporation or their disposition, including by destruction; and (c) discharging the liquidator.	(5) Le tribunal, s'il approuve les comptes définitifs du liquidateur, doit, par ordonnance : a) demander au directeur de délivrer un certificat de dissolution; b) donner des instructions quant à la garde des documents et livres de l'organisation ou la façon de s'en départir, par destruction ou autrement; c) le libérer.	Ordonnance définitive
Delivery of order	(6) The liquidator discharged under subsection (5) shall immediately send a certified copy of the order referred to in that subsection to the Director.	(6) Le liquidateur libéré en vertu du paragraphe (5) envoie sans délai au directeur une copie certifiée conforme de l'ordonnance visée à ce paragraphe.	Copie
Certificate of dissolution	(7) On receipt of a certified copy of the order referred to in subsection (5), the Director shall issue a certificate of dissolution.	(7) Sur réception de la copie certifiée conforme, le directeur délivre un certificat de dissolution.	Certificat de dissolution
Effect of certificate	(8) The corporation ceases to exist on the date shown in the certificate of dissolution.	(8) L'organisation cesse d'exister à la date précisée dans le certificat de dissolution.	Prise d'effet de la dissolution

Transfer on
condition of
return

234. If a person has transferred property to a corporation subject to the condition that it be returned on the dissolution of the corporation, the liquidator shall transfer that property to that person.

Application

- 235.** (1) This section applies to
- (a) a corporation that is a registered charity within the meaning of subsection 248(1) of the *Income Tax Act*;
 - (b) a soliciting corporation; and
 - (c) a corporation that has, in the prescribed period, received income in excess of the prescribed amount in the form of
 - (i) donations or gifts or, in Quebec, gifts or legacies of money or other property requested from any person who is not
 - (A) a member, director, officer or employee of the corporation at the time of the request,
 - (B) a spouse of a person referred to in clause (A) or an individual who is cohabiting with that person in a conjugal relationship, having so cohabited for a period of at least one year, or
 - (C) a child, parent, brother, sister, grandparent, uncle, aunt, nephew or niece of a person referred to in clause (A) or of a spouse or individual referred to in clause (B),
 - (ii) grants or similar financial assistance received from the federal government or a provincial or municipal government, or an agency of such a government, or
 - (iii) donations or gifts or, in Quebec, gifts or legacies of money or other property from a corporation or other entity that has, in the prescribed period, received income in excess of the prescribed amount in the form of donations, gifts or legacies referred to in subparagraph (i) or grants or similar financial assistance referred to in subparagraph (ii).

Remise de
certains biens

234. Si l'organisation a reçu des biens d'une personne à la condition qu'elle les lui remette en cas de dissolution, le liquidateur remet ces biens à la personne.

Application

- 235.** (1) Le présent article s'applique à :
- a) l'organisation qui est un organisme de bienfaisance enregistré au sens du paragraphe 248(1) de la *Loi de l'impôt sur le revenu*;
 - b) l'organisation ayant recours à la sollicitation;
 - c) l'organisation qui a touché un revenu excédant le montant réglementaire, pendant la période réglementaire, lequel revenu provient :
 - (i) d'une donation ou d'un legs ou, ailleurs qu'au Québec, d'une donation de sommes d'argent ou d'autres biens, demandés aux personnes autres que les personnes suivantes :
 - (A) un membre, un administrateur, un dirigeant ou un employé au service de l'organisation au moment de la demande,
 - (B) l'époux d'une personne visée à la division (A) ou la personne qui vit avec elle dans une relation conjugale depuis au moins un an,
 - (C) l'enfant, le père, la mère, le frère, la sœur, le grand-père, la grand-mère, l'oncle, la tante, le neveu ou la nièce d'une personne visée aux divisions (A) ou (B),
 - (ii) de subventions d'un ministère ou d'un organisme fédéral ou provincial, d'une municipalité ou d'un organisme municipal, ou de toute aide financière analogue,
 - (iii) d'une donation ou d'un legs ou, ailleurs qu'au Québec, d'une donation de sommes d'argent ou d'autres biens d'une organisation ou d'une autre entité qui, pendant la période réglementaire, a touché un revenu excédant le montant réglementaire sous forme de donation ou de legs visés au sous-alinéa (i) ou de subventions ou de toute aide financière visées au sous-alinéa (ii).

Articles to provide for distribution of property	(2) The articles of a corporation shall provide that any property remaining on liquidation after the discharge of any liabilities of the corporation, other than property referred to in section 234, shall be distributed to one or more qualified donees, within the meaning of subsection 248(1) of the <i>Income Tax Act</i> .	(2) Les statuts de l'organisation doivent prévoir que le reliquat de ses biens après le règlement de ses dettes, à l'exception des biens visés à l'article 234, est transféré, en cas de liquidation, à un ou plusieurs donataires reconnus au sens du paragraphe 248(1) de la <i>Loi de l'impôt sur le revenu</i> .	Transfert des biens régi par statuts
Distribution in accordance with order	(3) If the articles of a corporation do not provide for distribution to one or more qualified donees, the liquidator shall apply for an order under section 227 for the distribution of the remaining property of the corporation, other than the property referred to in section 234, to one or more qualified donees.	(3) Si les statuts de l'organisation ne prévoient pas un tel transfert, il incombe au liquidateur de demander au tribunal de rendre l'ordonnance prévue à l'article 227 afin que celui-ci soit effectué.	Transfert des biens non régi par statuts
Notice of application	(4) The liquidator shall give notice to the Director of the application, and the Director may appear and be heard in person or by counsel.	(4) Le liquidateur donne avis de la demande au directeur; celui-ci peut comparaître en personne ou par ministère d'avocat.	Avis au directeur
Distribution in accordance with articles	236. (1) If the articles of a corporation, other than a corporation referred to in subsection 235(1), provide for the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation, the liquidator shall distribute the remaining property, other than the property referred to in section 234, in accordance with the articles.	236. (1) Le liquidateur répartit le reliquat des biens de toute organisation non visée au paragraphe 235(1) après le règlement de ses dettes, à l'exception de ceux visés à l'article 234, en conformité avec les statuts de celle-ci.	Répartition en conformité avec les statuts
Distribution to members	(2) If the articles do not provide for the distribution of the remaining property, the liquidator shall divide the remaining property, other than the property referred to in section 234, into as many equal shares as there are memberships in the corporation and distribute one share to the holder of each membership.	(2) Si les statuts ne régissent pas la répartition du reliquat de ces biens, le liquidateur les répartit en parts égales en fonction du nombre d'adhésions.	Répartition en parts égales
Right to distribution in money	237. (1) If in the course of liquidation of a corporation the members resolve or the liquidator proposes to do any of the following, a member may apply to the court for an order requiring the distribution of the property of the corporation to be in money: (a) exchange all or substantially all of the property of the corporation for securities, debt obligations or memberships of another body corporate that are to be distributed to the members; or (b) distribute all or part of the property of the corporation to the members in kind.	237. (1) Tout membre peut demander au tribunal d'imposer, par ordonnance, la répartition en numéraire des biens de l'organisation si, au cours de la liquidation, les membres décident, par résolution, ou si le liquidateur propose : a) soit d'échanger tout ou partie des biens de l'organisation contre des valeurs mobilières ou des titres de créance d'une autre personne morale ou des adhésions enregistrées par une telle personne morale, à répartir entre les membres; b) soit de répartir tout ou partie des biens de l'organisation, en nature, entre les membres.	Droit à la répartition en numéraire
Powers of court	(2) On an application under subsection (1), the court may order all of the property of the	(2) Le tribunal peut, sur demande présentée en vertu du paragraphe (1), ordonner la réalisa-	Pouvoirs du tribunal

	corporation to be converted into and distributed in money.	tion de tous les biens de l'organisation et la répartition du produit.	
Custody of records	238. A person who has been granted custody of the documents and records of a dissolved corporation remains liable to produce those documents and records until the expiry of the prescribed period after the corporation's dissolution or of any shorter period fixed by an order made under subsection 233(5).	238. La personne qui s'est vu confier la garde des documents et livres d'une organisation dissoute peut être tenue de les produire jusqu'à l'expiration de la période réglementaire suivant la dissolution ou de la période plus courte fixée dans l'ordonnance rendue en vertu du paragraphe 233(5).	Garde des documents
Definition of "member"	239. (1) In this section, "member" includes the heirs and personal representatives of a member.	239. (1) Au présent article, «membre» s'entend notamment des héritiers et des représentants personnels du membre.	Définition de « membre »
Continuation of actions	(2) Despite the dissolution of a corporation under this Act, (a) any civil, criminal or administrative action or proceeding commenced by or against the dissolved corporation before its dissolution may be continued as if the corporation had not been dissolved; (b) any civil, criminal or administrative action or proceeding may be brought against the dissolved corporation within two years after its dissolution as if the corporation had not been dissolved; and (c) any property that would have been available to satisfy any judgment or order if the corporation had not been dissolved remains available for that purpose.	(2) Malgré la dissolution d'une organisation au titre de la présente loi : (a) les poursuites civiles, pénales ou administratives intentées par ou contre elle avant sa dissolution peuvent être continuées comme si la dissolution n'avait pas eu lieu; (b) dans les deux ans suivant la dissolution, des poursuites civiles, pénales ou administratives peuvent être intentées contre l'organisation comme si elle n'avait pas été dissoute; (c) les biens qui auraient servi à satisfaire à tout jugement ou ordonnance, n'eût été de la dissolution, demeurent disponibles à cette fin.	Continuation des poursuites
Service on corporation	(3) Service of a document on a corporation after its dissolution may be effected by serving the document on a person whose name appears on the last notice that was sent by the corporation in accordance with section 128 or 134 and received by the Director.	(3) Après la dissolution, la signification des documents peut se faire à toute personne dont le nom figure sur la dernière liste ou le dernier avis envoyé conformément aux articles 128 ou 134, selon le cas, et reçu par le directeur.	Signification
Service on company	(4) Service of a document on a company to which the <i>Canada Corporations Act</i> , chapter C-32 of the Revised Statutes of Canada, 1970, applied and that has been dissolved under subsection 297(5) may be effected by serving the document on a person shown as a director in the last annual summary filed by the company under that Act.	(4) La signification des documents à une compagnie qui était régie par la <i>Loi sur les corporations canadiennes</i> , chapitre C-32 des Statuts révisés du Canada de 1970, et qui a été dissoute par suite de l'application du paragraphe 297(5) peut se faire à toute personne figurant comme administrateur dans le dernier sommaire déposé par la compagnie au titre de cette loi.	Signification
Reimbursement	(5) Despite the dissolution of a corporation under this Act, a member to whom any of its property has been distributed is liable to any person claiming under subsection (2) to the extent of the amount received by that member on that distribution, and an action to enforce that	(5) Malgré la dissolution d'une organisation en vertu de la présente loi, les membres entre lesquels sont répartis les biens engagent leur responsabilité, à concurrence de la somme reçue, envers toute personne invoquant le paragraphe (2), toute action en recouvrement pou-	Remboursement

liability may be brought within two years after the date of the dissolution of the corporation.

Representative action

(6) A court may order an action referred to in subsection (5) to be brought against the persons who were members as a class or group, subject to any conditions that the court thinks fit, and, if the plaintiff establishes a claim, the court may refer the proceedings to a referee or other officer of the court, who may

(a) add as a party to the proceedings each person who was a member found by the plaintiff;

(b) determine, subject to subsection (5), the amount that each person who was a member shall contribute towards satisfaction of the plaintiff's claim; and

(c) direct payment of the amounts so determined.

Creditors or members not found

240. (1) On the dissolution of a corporation under this Act, the portion of the property distributable to a creditor or member who cannot be found shall be converted into money and paid to the Receiver General.

Payment to be forwarded

(2) If payment is made to the Receiver General under subsection (1) with respect to a creditor or member, the corporation or liquidator shall forward to the Director with the payment all documents, records and registers in the possession of the corporation or liquidator that relate to the entitlement of the creditor or member.

Constructive satisfaction

(3) A payment under subsection (1) is deemed to be in satisfaction of a debt or claim of the creditor or member.

Recovery

(4) A person who establishes an entitlement to any money paid to the Receiver General under this Act shall be paid by the Receiver General an equivalent amount out of the Consolidated Revenue Fund.

Vesting in Crown

241. (1) Subject to subsection 239(2) and section 240, property of a dissolved corporation that has not been disposed of at the date of its dissolution under this Act vests in Her Majesty in right of Canada.

Return of property on revival

(2) If a dissolved corporation is revived as a corporation under section 219, any property, other than money, that vested in Her Majesty

avant alors être engagée dans les deux ans suivant la dissolution.

Action en justice collective

(6) Le tribunal peut ordonner que soit intentée, collectivement contre les membres, l'action visée au paragraphe (5), sous réserve des conditions qu'il estime indiquées, et peut, si le demandeur établit le bien-fondé de sa demande, renvoyer l'affaire devant un de ses fonctionnaires — notamment un arbitre — qui a le pouvoir :

a) de joindre comme partie à l'instance chaque ancien membre retrouvé par le demandeur;

b) de déterminer, sous réserve du paragraphe (5), la part que chaque ancien membre doit verser pour dédommager le demandeur;

c) d'ordonner le versement des sommes ainsi déterminées.

Créanciers ou membres introuvables

240. (1) La partie des biens à remettre, par suite de la dissolution d'une organisation en vertu de la présente loi, à tout créancier ou membre introuvable doit être réalisée en numéraire et le produit versé au receveur général.

Envoi des documents

(2) Le liquidateur ou l'organisation qui effectue le versement envoie en même temps au directeur tous documents, livres et registres en sa possession concernant le droit au paiement du créancier ou du membre, selon le cas.

Dédommagement

(3) Le versement ainsi effectué est réputé régler le créancier ou dédommager le membre.

Recouvrement

(4) Le receveur général verse, sur le Trésor, une somme égale à celle qu'il a reçue au titre de la présente loi à toute personne qui la réclame à bon droit.

Dévolution à la Couronne

241. (1) Sous réserve du paragraphe 239(2) et de l'article 240, les biens dont il n'a pas été disposé à la date de la dissolution de l'organisation en vertu de la présente loi sont dévolus à Sa Majesté du chef du Canada.

Restitution des biens

(2) Les biens ainsi dévolus à Sa Majesté et dont il n'a pas été disposé, à l'exclusion des sommes d'argent, sont restitués à l'organisation

under subsection (1) and that has not been disposed of shall be returned to the corporation and there shall be paid to the corporation out of the Consolidated Revenue Fund

(a) an amount equal to any money received by Her Majesty under subsection (1); and

(b) if property other than money vested in Her Majesty under subsection (1) and that property has been disposed of, an amount equal to the lesser of

(i) the value of that property at the date it vested in Her Majesty, and

(ii) the amount realized by Her Majesty from the disposition of that property.

PART 15

INVESTIGATION

Investigation

242. (1) On the application of a member, a debt obligation holder or the Director, *ex parte* or on any notice that the court requires, a court having jurisdiction in the place where a corporation has its registered office may direct an investigation to be made of the corporation and any of its affiliated corporations and may

(a) appoint an inspector to conduct the investigation or replace an inspector and fix the remuneration of the inspector or their replacement;

(b) determine the notice to be given to any interested person or, subject to subsection (3), dispense with notice to any person;

(c) subject to section 244, authorize an inspector to enter any place if the court is satisfied that there are reasonable grounds to suspect that there is relevant information in that place and to examine any thing and make copies of any document or record found there;

(d) require any person to produce documents or records to an inspector;

(e) authorize an inspector to conduct a hearing, administer oaths and examine any person on oath, and make rules for the conduct of the hearing;

(f) require any person to attend a hearing conducted by an inspector and to give evidence on oath;

reconstituée en organisation en vertu de l'article 219; lui sont versées, sur le Trésor :

a) une somme égale à celles qu'a reçues Sa Majesté en vertu du paragraphe (1);

b) en cas de disposition de biens autres qu'en numéraire dévolus à Sa Majesté, une somme correspondant au moins élevé des montants suivants :

(i) la valeur de ces biens à la date de leur dévolution,

(ii) le produit tiré par Sa Majesté de cette disposition.

PARTIE 15

ENQUÊTE

242. (1) Le tribunal du ressort du siège de l'organisation peut, sur demande de tout membre ou détenteur de titre de créance ou du directeur, présentée *ex parte* ou suivant l'envoi de l'avis qu'il exige, ordonner la tenue d'une enquête sur l'organisation et sur toute organisation de son groupe; il peut alors, par ordonnance :

a) nommer un inspecteur chargé de mener l'enquête ou le remplacer et fixer la rémunération de celui-ci ou de son remplaçant;

b) préciser les avis à donner aux intéressés ou, sous réserve du paragraphe (3), accorder une dispense d'avis;

c) s'il est convaincu qu'il y a des motifs raisonnables de soupçonner que des renseignements pertinents s'y trouvent, autoriser l'inspecteur, sous réserve de l'article 244, à visiter des lieux, ainsi qu'à examiner toute chose et prendre copie de tout document ou livre qu'il y trouve;

d) requérir la présentation à l'inspecteur de documents ou de livres;

e) autoriser l'inspecteur à tenir une audience, à faire prêter serment et à interroger sous serment, ainsi que préciser les règles régissant la tenue de l'audience;

f) citer toute personne à comparaître à l'audience tenue par l'inspecteur pour y déposer sous serment;

Enquête
ordonnée par le
tribunal

	(g) give directions to an inspector or any interested person on any matter arising in the investigation; (h) require an inspector to make an interim or final report to the court; (i) determine whether a report of an inspector should be published and, if so, order the Director to publish the report in whole or in part or to send copies to any person whom the court designates; (j) require an inspector to discontinue an investigation; (k) require the corporation to pay the costs of the investigation; and (l) make any other order that it thinks fit.	g) donner des instructions à l'inspecteur ou à tout intéressé sur toute question relevant de l'enquête; h) demander à l'inspecteur de lui faire un rapport provisoire ou définitif; i) statuer sur l'opportunité de la publication du rapport de l'inspecteur et, le cas échéant, demander au directeur de le publier intégralement ou en partie ou d'en envoyer copie à toute personne qu'il désigne; j) arrêter l'enquête; k) enjoindre à l'organisation de payer les frais de l'enquête; l) prendre toute autre mesure qu'il estime indiquée.	
Grounds	(2) The court may make an order on an application under subsection (1) only if it appears to the court that (a) the activities of the corporation or any of its affiliates are or have been carried on with intent to defraud any person; (b) the activities or affairs of the corporation or any of its affiliates are or have been carried on or conducted, or the powers of the directors are or have been exercised, in a manner that is oppressive or unfairly prejudicial to or that unfairly disregards the interests of a member or debt obligation holder; (c) the corporation or any of its affiliates was formed for a fraudulent or unlawful purpose or is to be dissolved for a fraudulent or unlawful purpose; or (d) persons concerned with the formation, activities or affairs of the corporation or any of its affiliates have acted fraudulently or dishonestly.	(2) Le tribunal ne peut rendre une telle ordonnance que s'il lui paraît établi, selon le cas : a) que l'organisation ou une personne morale de son groupe exerce ou a exercé ses activités avec une intention de fraude; b) que l'organisation ou une personne morale de son groupe, soit par la façon dont elle conduit ou a conduit ses activités ou ses affaires internes, soit par la façon dont ses administrateurs exercent ou ont exercé leurs pouvoirs, entrave l'exercice des droits des membres ou des détenteurs de titres de créance ou se montre injuste à leur égard en leur portant préjudice ou en ne tenant pas compte de leurs intérêts; c) que la constitution ou la dissolution de l'organisation ou d'une personne morale de son groupe procède d'une intention frauduleuse ou illégale; d) que des personnes ont commis des actes frauduleux ou malhonnêtes dans le cadre de la constitution de l'organisation ou d'une personne morale de son groupe, ou dans la conduite de ses activités ou de ses affaires internes.	Motifs
Notice to Director	(3) A member or debt obligation holder who makes an application under subsection (1) shall give the Director reasonable notice of the application and the Director is entitled to appear and be heard in person or by counsel.	(3) Le membre ou le détenteur de titre de créance qui présente la demande visée au paragraphe (1) en donne avis, dans un délai raisonnable, au directeur; celui-ci peut comparaître en personne ou par ministère d'avocat.	Avis au directeur
No security for costs	(4) An applicant under this section is not required to give security for costs.	(4) La personne qui présente la demande n'est pas tenue de fournir de cautionnement pour les frais.	Absence de cautionnement

Hearings <i>in camera</i>	(5) An <i>ex parte</i> application under this section shall be heard <i>in camera</i> .	(5) La demande <i>ex parte</i> faite au titre du présent article est entendue à huis clos.	Audiences à huis clos
Consent to publish proceedings required	(6) No person shall publish anything relating to <i>ex parte</i> proceedings under this section except with the authorization of the court or the written consent of the corporation being investigated.	(6) Toute publication relative à la demande <i>ex parte</i> est interdite, sauf autorisation du tribunal ou consentement écrit de l'organisation faisant l'objet de l'enquête.	Publication interdite, sauf autorisation préalable
Power of inspector	243. (1) An inspector under this Part has the powers set out in the order appointing the inspector.	243. (1) L'inspecteur visé par la présente partie a les pouvoirs précisés dans son ordonnance de nomination.	Pouvoirs de l'inspecteur
Court order	(2) An inspector shall on request produce to an interested person a copy of any order made under subsection 242(1).	(2) L'inspecteur remet à tout intéressé, sur demande, copie de toute ordonnance rendue en vertu du paragraphe 242(1).	Copie de l'ordonnance
Entering dwelling	244. (1) If the place referred to in paragraph 242(1)(c) is a dwelling, the court shall not make an order under that paragraph unless it is satisfied that (a) entry to the dwelling is necessary to practically obtain the information; and (b) entry to the dwelling has been refused or there are reasonable grounds for believing that entry will be refused.	244. (1) Dans le cas d'une habitation, le tribunal ne peut rendre l'ordonnance visée à l'alinéa 242(1)c) que s'il est convaincu que la visite est nécessaire pour y obtenir les renseignements, sans difficulté excessive, et qu'un refus a été opposé à la visite ou qu'il y a des motifs raisonnables de croire que tel sera le cas.	Visite d'une habitation
Use of force	(2) In acting under the authority of an order that authorizes entry to a dwelling, the inspector named in it shall not use force unless the inspector is accompanied by a peace officer and the use of force has been specifically authorized in the order.	(2) L'inspecteur ne peut, dans le cadre de la visite, recourir à la force que si l'ordonnance en autorise expressément l'usage et que s'il est accompagné d'un agent de la paix.	Usage de la force
Hearing <i>in camera</i>	245. (1) On the application of an interested person, a court may make an order directing that a hearing conducted by an inspector under this Part be heard <i>in camera</i> or giving directions on any matter arising in the investigation.	245. (1) Le tribunal peut, sur demande de tout intéressé, ordonner la tenue à huis clos de l'audience prévue à la présente partie et donner des instructions sur toute question relevant de l'enquête.	Audience à huis clos
Right to counsel	(2) A person whose conduct is being investigated or who is being examined at a hearing conducted by an inspector under this Part has a right to be represented by counsel.	(2) La personne dont la conduite fait l'objet de l'enquête ou qui est interrogée lors de l'audience prévue à la présente partie peut se faire représenter par avocat.	Représentation
Incriminating statements	246. No person is excused from attending and giving evidence and producing documents and records to an inspector under this Part by reason only that the evidence tends to incriminate that person or subject that person to any proceeding or penalty, but no such evidence shall be used or is receivable against that person in any proceeding instituted against that person under an Act of Parliament, other than a prosecution under section 132 of the <i>Criminal Code</i> for perjury in giving the evidence or a	246. Toute personne tenue au titre de la présente partie de se présenter et de témoigner devant un inspecteur ou de lui remettre des documents et des livres ne peut en être dispensée au seul motif que son témoignage peut entraîner son inculpation ou la rendre passible de poursuites ou de sanctions; cependant, ce témoignage ne peut être invoqué et est irrecevable contre elle dans les poursuites intentées à son encontre en vertu d'une loi fédérale, à l'exception de celles intentées en application de l'ar-	Incrimination

prosecution under section 136 of that Act in respect of the evidence.

ticle 132 du *Code criminel* pour parjure dans le cadre de ce témoignage ou de l'article 136 de cette loi à l'égard de ce témoignage.

Exchange of information

247. (1) In addition to the powers set out in the order appointing the inspector, an inspector appointed to investigate a corporation may furnish information to, or exchange information and otherwise cooperate with, any public official in Canada or elsewhere who is authorized to exercise investigatory powers and who is investigating, in respect of the corporation, any allegation of improper conduct that is the same as or similar to the conduct described in subsection 242(2).

247. (1) Outre les pouvoirs précisés dans son ordonnance de nomination, l'inspecteur nommé pour enquêter sur une organisation peut fournir des renseignements aux fonctionnaires canadiens ou étrangers ou en échanger avec eux, s'ils sont investis de pouvoirs d'enquête et mènent, sur l'organisation, une enquête à propos de toute allégation faisant état d'une conduite répréhensible analogue à celles visées au paragraphe 242(2).

Échange de renseignements

Restriction

(2) An inspector shall not furnish information that was obtained from any person in the course of an investigation under this Part to a public official outside Canada unless the inspector is satisfied that the information will not be used against that person in any proceeding instituted against that person for an offence.

(2) Toutefois, l'inspecteur ne peut fournir aux fonctionnaires étrangers les renseignements obtenus auprès d'une personne dans le cadre de l'enquête prévue par la présente partie que s'il est convaincu qu'ils ne seront pas invoqués contre elle dans toute poursuite pénale.

Limite

Absolute privilege — defamation

248. (1) Any oral or written statement or report made by an inspector or any other person in an investigation under this Part has absolute privilege.

248. (1) Les personnes, notamment les inspecteurs, qui font des déclarations orales ou écrites et des rapports au cours de l'enquête prévue par la présente partie jouissent d'une immunité absolue.

Immunité absolue — diffamation

Copy of report

(2) An inspector shall send to the Director a copy of every report made by the inspector under this Part.

(2) L'inspecteur envoie au directeur une copie de tout rapport qu'il établit au titre de la présente partie.

Copie du rapport

Solicitor-client privilege or professional secrecy

249. Nothing in this Part shall be construed as affecting solicitor-client privilege or, in Quebec, the professional secrecy of advocates and notaries.

249. La présente partie n'a pas pour effet de porter atteinte au secret professionnel de l'avocat ou du notaire.

Secret professionnel

PART 16

REMEDIES, OFFENCES AND PUNISHMENT

Definitions

250. The following definitions apply in this Part.

“action”
« *poursuite* »

“action” means an action under this Act.

“complainant”
« *plaignant* »

“complainant” means

- (a) a former or present member or debt obligation holder of a corporation or any of its affiliates;
- (b) a present or former registered holder or beneficial owner of a share of an affiliate of a corporation;

PARTIE 16

RECOURS, INFRACTIONS ET PEINES

250. Les définitions qui suivent s'appliquent à la présente partie.

« *plaignant* »

- a) Tout membre ou détenteur de titre de créance, ancien ou actuel, d'une organisation ou d'une personne morale de son groupe;
- b) le détenteur inscrit ou le véritable propriétaire, ancien ou actuel, d'une action d'une personne morale du groupe de l'organisation;

Définitions

« *plaignant* »
« *complainant* »

- (c) a former or present director or officer of a corporation or any of its affiliates;
- (d) the Director; or
- (e) any other person who, in the discretion of a court, is a proper person to make an application under this Part.

- c) tout administrateur ou dirigeant, ancien ou actuel, d'une organisation ou d'une personne morale de son groupe;
- d) le directeur;
- e) toute autre personne qui, d'après un tribunal, a qualité pour présenter une demande sous le régime de la présente partie.

« poursuite » Action intentée en vertu de la présente loi.

« poursuite »
“action”

Derivative
action

251. (1) On the application of a complainant, a court may make an order granting the complainant leave to bring an action in the name of and on behalf of a corporation or any of its subsidiaries, or intervene in an action to which such a body corporate is a party, for the purpose of prosecuting, defending or discontinuing the action on its behalf.

251. (1) Le tribunal peut, par ordonnance, sur demande du plaignant, l'autoriser soit à intenter une poursuite au nom et pour le compte d'une organisation ou de l'une de ses filiales, soit à intervenir dans une poursuite à laquelle est partie une telle personne morale, afin de l'exercer, d'y présenter une défense ou d'y mettre fin pour le compte de cette personne morale.

Recours
similaire à
l'action oblique

Conditions
precedent

(2) The court may not make an order under subsection (1) unless the court is satisfied that

(2) Le tribunal ne peut rendre l'ordonnance que s'il est convaincu à la fois :

Conditions
préalables

(a) the complainant has given notice to the directors of the corporation or its subsidiary of the complainant's intention to apply to the court under subsection (1) within the prescribed period before bringing the application, or as otherwise ordered by the court, if the directors of the corporation or its subsidiary do not bring the action, prosecute or defend it diligently or discontinue it;

a) que le plaignant a donné avis de son intention de présenter la demande, selon les modalités de temps prévues par règlement ou selon ce que le tribunal estime indiqué, aux administrateurs de l'organisation ou de sa filiale dans le cas où ils n'ont pas intenté la poursuite, n'ont pas agi avec diligence dans le cadre de celle-ci ou n'y ont pas mis fin;

(b) the complainant is acting in good faith; and

b) que le plaignant agit de bonne foi;

(c) it appears to be in the interests of the corporation or its subsidiary that the action be brought, prosecuted, defended or discontinued.

c) qu'il semble être de l'intérêt de l'organisation ou de sa filiale d'intenter la poursuite, de l'exercer, d'y présenter une défense ou d'y mettre fin.

Faith-based
defence

(3) The court may not make an order under subsection (1) if the court is satisfied that

(3) Toutefois, le tribunal ne peut rendre l'ordonnance s'il est convaincu que l'organisation est une organisation religieuse, que le défaut par les administrateurs d'intenter la poursuite, d'agir avec diligence dans le cadre de celle-ci ou d'y mettre fin est fondé sur un précepte religieux observé par les membres de l'organisation et qu'il était justifié de le fonder sur un tel précepte, compte tenu de la nature des activités de l'organisation.

Moyen de
défense fondé
sur un précepte
religieux

(a) the corporation is a religious corporation;

(b) the decision of the directors referred to in paragraph (2)(a) is based on a tenet of faith held by the members of the corporation; and

(c) it was reasonable to base the decision on a tenet of faith, having regard to the activities of the corporation.

Powers of court	252. In connection with an action brought or intervened in as a result of an application under subsection 251(1), the court may at any time make (a) an order authorizing the complainant or any other person to control the conduct of the action; (b) an order giving directions for the conduct of the action; (c) an order directing that any amount adjudged payable by a defendant in the action shall be paid, in whole or in part, directly to former or present shareholders, members and debt obligation holders of the corporation or its subsidiary instead of to the corporation or its subsidiary; (d) an order requiring the corporation or its subsidiary to pay reasonable legal costs incurred by the complainant in connection with the action; and (e) any other order that it thinks fit.	252. Le tribunal peut, par ordonnance, dans le cadre de toute poursuite ou intervention visée au paragraphe 251(1) : a) autoriser le plaignant ou toute autre personne à assurer la conduite de la poursuite; b) donner des instructions sur la conduite de la poursuite; c) faire payer directement aux membres, aux détenteurs de titres de créance ou aux actionnaires, anciens ou actuels, et non à l'organisation ou sa filiale, tout ou partie des sommes adjugées; d) mettre à la charge de l'organisation ou de sa filiale les frais de justice raisonnables supportés par le plaignant; e) prendre toute autre mesure qu'il estime indiquée.	Pouvoirs du tribunal
Application to court re oppression	253. (1) On the application of a complainant, a court may make an order if it is satisfied that, in respect of a corporation or any of its affiliates, any of the following is oppressive or unfairly prejudicial to or unfairly disregards the interests of any shareholder, creditor, director, officer or member, or causes such a result: (a) any act or omission of the corporation or any of its affiliates; (b) the conduct of the activities or affairs of the corporation or any of its affiliates; or (c) the exercise of the powers of the directors or officers of the corporation or any of its affiliates.	253. (1) Le tribunal peut, par ordonnance, sur demande du plaignant, redresser la situation provoquée par l'organisation ou l'une des personnes morales de son groupe qui, à son avis, entrave l'exercice des droits des actionnaires, créanciers, administrateurs, dirigeants ou membres, ou se montre injuste à leur égard en leur portant préjudice ou en ne tenant pas compte de leurs intérêts : a) soit par une action ou une omission qui lui est imputable; b) soit par la façon dont elle conduit ou a conduit ses activités ou ses affaires internes; c) soit par la façon dont ses administrateurs exercent ou ont exercé leurs pouvoirs.	Demande en cas d'abus
Faith-based defence	(2) The court may not make an order if the court is satisfied that (a) the corporation is a religious corporation; (b) the act or omission, the conduct or the exercise of powers is based on a tenet of faith held by the members of the corporation; and (c) it was reasonable to base the act or omission, the conduct or the exercise of powers	(2) Toutefois, le tribunal ne peut rendre l'ordonnance s'il est convaincu que l'organisation est une organisation religieuse, que l'action ou l'omission, la conduite des activités ou des affaires internes ou l'exercice des pouvoirs à l'origine de la demande sont fondés sur un précepte religieux observé par les membres de l'organisation et qu'il était justifié de les fonder sur un tel précepte, compte tenu de la nature des activités de l'organisation.	Moyen de défense fondé sur un précepte religieux

on the tenet of faith, having regard to the activities of the corporation.

Powers of court

(3) The court may make any interim or final order that it thinks fit, including an order

- (a) restraining the conduct complained of;
- (b) appointing a receiver or receiver-manager;
- (c) with respect to a corporation's affairs, requiring the amendment of the articles or by-laws or the creation or amendment of a unanimous member agreement;
- (d) directing an issue or exchange of memberships, debt obligations or securities;
- (e) appointing directors in place of or in addition to all or any of the directors then in office;
- (f) directing a corporation, subject to subsection (5), or any other person, to purchase the debt obligation of a debt obligation holder;
- (g) directing a corporation, subject to subsection (5), or any other person, to pay a member all or part of the amount that the member paid for their membership;
- (h) varying, setting aside or annulling a transaction or contract to which a corporation is a party and compensating the corporation or any other party to the transaction or contract;
- (i) requiring a corporation, within a time specified by the court, to produce to the court or an interested person financial statements in the form required by section 172 or an accounting in any other form that the court may determine;
- (j) compensating an aggrieved person;
- (k) directing rectification of the registers or other records of a corporation under section 255;
- (l) liquidating and dissolving a corporation;
- (m) directing an investigation under Part 15 to be made; and
- (n) requiring the trial of any issue.

(3) En vue de redresser la situation, le tribunal peut notamment, par l'ordonnance provisoire ou définitive qu'il estime indiquée :

Pouvoirs du tribunal

- a) faire cesser le comportement contesté;
- b) nommer un séquestre ou un séquestre-gérant;
- c) en ce qui concerne les affaires internes de l'organisation, exiger la modification des statuts ou des règlements administratifs ou l'établissement ou la modification d'une convention unanime des membres;
- d) prescrire l'émission ou l'échange d'adhésions, de titres de créance ou de valeurs mobilières;
- e) faire des nominations au conseil d'administration, soit pour remplacer tous les administrateurs en fonctions ou certains d'entre eux, soit pour en augmenter le nombre;
- f) enjoindre à l'organisation, sous réserve du paragraphe (5), ou à toute autre personne d'acheter le titre de créance d'un détenteur de titre de créance;
- g) enjoindre à l'organisation, sous réserve du paragraphe (5), ou à toute autre personne de rembourser à des membres tout ou partie des sommes d'argent qu'ils ont versées pour payer le prix de leurs adhésions;
- h) modifier une opération ou un contrat auquel l'organisation est partie ou en prononcer la nullité, avec indemnisation de l'organisation ou des autres parties;
- i) enjoindre à l'organisation de lui fournir — ou de fournir à tout intéressé —, dans le délai prescrit, ses états financiers en la forme exigée à l'article 172, ou de rendre compte en telle autre forme qu'il peut fixer;
- j) indemniser les personnes qui ont subi un préjudice;
- k) prescrire la rectification des registres ou autres livres de l'organisation, conformément à l'article 255;
- l) prononcer la liquidation et la dissolution de l'organisation;
- m) prescrire la tenue d'une enquête conformément à la partie 15;

		n) exiger l'instruction de toute question litigieuse.	
Duty of directors	(4) If an order directs amendment of the articles or by-laws of a corporation, (a) the directors shall immediately comply with subsection 215(4); and (b) no other amendment to the articles or by-laws shall be made without the consent of the court, until a court otherwise orders.	(4) Dans les cas où l'ordonnance exige des modifications aux statuts ou aux règlements administratifs de l'organisation : a) les administrateurs se conforment sans délai au paragraphe 215(4); b) toute autre modification des statuts ou des règlements administratifs ne peut se faire qu'avec l'autorisation du tribunal, sous réserve de toute autre décision judiciaire.	Devoir des administrateurs
Limitation	(5) A corporation shall not make a payment to a member under paragraph (3)(f) or (g) if there are reasonable grounds for believing that, after that payment, (a) the corporation is or would be unable to pay its liabilities as they become due; or (b) the realizable value of the corporation's assets would be less than the aggregate of its liabilities.	(5) L'organisation ne peut effectuer aucun paiement à un membre en vertu des alinéas (3)f) ou g) s'il existe des motifs raisonnables de croire que : a) ou bien elle ne peut — ou ne pourrait de ce fait — acquitter son passif à échéance; b) ou bien la valeur de réalisation de son actif serait, de ce fait, inférieure à son passif.	Limite
Alternative order	(6) An applicant under this section may apply in the alternative for an order under section 224.	(6) Le plaignant agissant au titre du présent article peut, à son choix, demander au tribunal de rendre l'ordonnance prévue à l'article 224.	Choix
Evidence of members' approval not decisive	254. (1) An application made or an action brought or intervened in under this Part shall not be stayed or dismissed by reason only that it is shown that an alleged breach of a right or duty owed to the corporation or its subsidiary has been or might be approved by the members of that body corporate, but evidence of approval by the members may be taken into account by the court in making an order under section 224, 252 or 253.	254. (1) Les demandes, poursuites ou interventions visées par la présente partie ne peuvent être suspendues ni rejetées au seul motif qu'il est prouvé que les membres ont ou avaient le pouvoir d'approuver l'inexécution d'obligations envers l'organisation ou sa filiale; toutefois, le tribunal peut tenir compte de cette preuve lorsqu'il rend les ordonnances prévues aux articles 224, 252 ou 253.	Preuve de l'approbation des membres non décisive
Court approval to discontinue	(2) An application made or an action brought or intervened in under this Part shall not be stayed, discontinued, settled or dismissed for want of prosecution or, in Quebec, failure to respect the agreement between the parties as to the conduct of the proceeding without the approval of the court given on any terms that the court thinks fit and, if the court determines that the interests of any complainant may be substantially affected by the stay, discontinuance, settlement, dismissal or failure, the court may order any party to the application or action to give notice to the complainant.	(2) La suspension, l'abandon, le règlement ou le rejet des demandes, poursuites ou interventions visées par la présente partie pour cause de non-respect de l'entente sur le déroulement de l'instance ou, ailleurs qu'au Québec, de défaut de poursuite est subordonné à leur approbation par le tribunal selon les modalités qu'il estime indiquées; il peut également ordonner à toute partie d'en donner avis aux plaignants s'il conclut que leurs intérêts peuvent être sérieusement compromis.	Approbation de l'abandon des poursuites

No security for costs	(3) A complainant is not required to give security for costs in any application made or action brought or intervened in under this Part.	(3) Les plaignants ne sont pas tenus de fournir de cautionnement pour frais pour les demandes, poursuites ou interventions visées par la présente partie.	Absence de cautionnement
Interim costs	(4) In an application made or an action brought or intervened in under this Part, the court may at any time order the corporation or its subsidiary to pay to the complainant interim costs, including legal costs and disbursements, but the complainant may be held accountable for those interim costs on final disposition of the application or action.	(4) Lorsqu'il donne suite aux demandes, poursuites ou interventions visées par la présente partie, le tribunal peut ordonner à l'organisation ou à sa filiale de verser aux plaignants des frais provisoires, y compris les frais de justice et les déboursés, dont ils pourront être comptables lors de la décision définitive.	Frais provisoires
Application to court to rectify records	255. (1) If the name of a person is alleged to be or to have been wrongly entered or retained in, or wrongly deleted or omitted from, the registers or other records of a corporation, the corporation, a debt obligation holder, director, officer or member of the corporation or any aggrieved person may apply to a court for an order that the registers or records be rectified.	255. (1) L'organisation, les détenteurs de titres de créance, ses administrateurs, ses dirigeants, ses membres et toute personne qui subit un préjudice peuvent demander au tribunal de rectifier, par ordonnance, ses registres ou autres livres, si le nom d'une personne y a été inscrit, maintenu, supprimé ou omis prétendument à tort.	Demande de rectification au tribunal
Director's right to appear	(2) An applicant under this section shall give the Director notice of the application and the Director is entitled to appear before the court and be heard in person or by counsel.	(2) Le demandeur qui agit en vertu du présent article donne avis de sa demande au directeur; celui-ci peut comparaître en personne ou par ministère d'avocat.	Avis au directeur
Powers of court	(3) On an application under this section, the court may make (a) an order requiring the registers or other records of the corporation to be rectified; (b) an order restraining the corporation from calling or holding a meeting of members before that rectification; (c) an order determining the right of a party to the proceedings to have their name entered or retained in, or deleted or omitted from, the registers or records of the corporation; (d) an order compensating a party who has incurred a loss; and (e) any other order that it thinks fit.	(3) Lorsqu'il donne suite aux demandes visées au présent article, le tribunal peut, par ordonnance : a) exiger la rectification des registres ou autres livres de l'organisation; b) enjoindre à l'organisation de ne pas convoquer ni tenir d'assemblée avant cette rectification; c) déterminer le droit d'une partie à l'inscription, au maintien, à la suppression ou à l'omission de son nom, dans les registres ou livres de l'organisation; d) indemniser toute partie qui a subi une perte; e) prendre toute autre mesure qu'il estime indiquée.	Pouvoirs du tribunal
Application for directions	256. On the application of the Director for directions in respect of any matter concerning the Director's duties under this Act, a court may give any directions and make any further order that it thinks fit.	256. Le tribunal peut, par ordonnance, sur demande du directeur, lui donner des instructions concernant les devoirs que lui impose la présente loi et prendre toute mesure supplémentaire qu'il estime indiquée.	Demande d'instructions
Notice of refusal by Director	257. (1) If the Director refuses to accept any document that takes effect under this Act on its acceptance or on the issuance of a certifi-	257. (1) Le directeur, s'il n'accepte pas les documents dont la prise d'effet est subordonnée, au titre de la présente loi, à leur accepta-	Avis de refus du directeur

cate or other document, the Director shall, within the prescribed period, give written notice of the refusal to the person who sent the document, giving reasons.

Deemed refusal

(2) If the Director does not, within the prescribed period, accept the document, issue the certificate or other document or give the notice of refusal, the Director is deemed for the purposes of section 258 to have refused the document.

Appeal from Director's decision

258. A court may, on the application of a person aggrieved by any of the following decisions of the Director, make any order that it thinks fit, including an order requiring the Director to change the decision:

- (a) to refuse to accept in the form submitted any articles or other document required by this Act to be sent to the Director;
- (b) to give a name, to change or revoke a name, or to refuse to reserve, accept, change or revoke a name under section 13;
- (c) not to accept a notice of registered office required by section 20;
- (d) to refuse to issue a certificate of discontinuance under section 213 or a certificate attesting that as of a certain date a corporation exists under subsection 290(2);
- (e) to issue, or to refuse to issue, a certificate of revival under section 219, or to impose terms for revival;
- (f) to dissolve a corporation under section 222;
- (g) to correct, or to refuse to correct, articles, a certificate or other document under section 288;
- (h) to cancel, or to refuse to cancel, the articles and any related certificate under section 289; or
- (i) to grant, or to refuse to grant, an application made under subsection 2(6), 25(1) or (2), 104(3), 160(2), 162(5) or 171(2) or section 173, 190 or 271.

tion ou à la délivrance d'un certificat ou d'un autre document, donne par écrit à l'expéditeur, dans le délai réglementaire, un avis motivé de sa décision.

Refus réputé

(2) Faute d'acceptation des documents, de délivrance du certificat ou autre document ou d'envoi de l'avis dans le délai réglementaire, le directeur est réputé, pour l'application de l'article 258, avoir refusé les documents.

Appel

258. Le tribunal peut, par ordonnance, prendre toute mesure qu'il estime indiquée, notamment enjoindre au directeur de modifier sa décision, sur demande de toute personne qui subit un préjudice en raison de la décision de celui-ci :

- a) de ne pas accepter, en la forme qui lui est soumise, les statuts ou autres documents qui doivent lui être envoyés au titre de la présente loi;
- b) de donner, de modifier ou d'annuler la dénomination de l'organisation ou de refuser de la réserver, de l'accepter, de la modifier ou de l'annuler en vertu de l'article 13;
- c) de ne pas accepter l'avis exigé par l'article 20;
- d) de refuser de délivrer le certificat de changement de régime visé à l'article 213 ou le certificat attestant l'existence d'une organisation à une date précise en vertu du paragraphe 290(2);
- e) de délivrer ou de refuser de délivrer le certificat de reconstitution de l'organisation visé à l'article 219, ou d'imposer certaines modalités pour sa reconstitution;
- f) de dissoudre l'organisation en vertu de l'article 222;
- g) de rectifier ou de refuser de rectifier les statuts, certificats ou autres documents en vertu de l'article 288;
- h) d'annuler ou de refuser d'annuler les statuts et les certificats afférents en vertu de l'article 289;
- i) d'acquiescer ou non à la demande prévue par les paragraphes 2(6), 25(1) ou (2), 104(3), 160(2), 162(5) ou 171(2) ou par les articles 173, 190 ou 271.

Compliance or restraining order	259. On the application of a complainant or a creditor of a corporation, a court may make an order directing a corporation or any director, officer, employee, agent or mandatary, public accountant, trustee, receiver, receiver-manager, sequestrator or liquidator of a corporation to comply with this Act, the regulations or the articles, the by-laws or a unanimous member agreement of the corporation or restraining any such person from acting in breach of them and make any further order that it thinks fit.	259. Le tribunal peut, par ordonnance, sur demande de tout plaignant ou créancier, enjoindre à l'organisation ou à ses administrateurs, dirigeants, employés, mandataires, experts-comptables, fiduciaires, séquestres, séquestres-gérants ou liquidateurs de se conformer — ou de ne pas contrevenir — à la présente loi, aux règlements, aux statuts, aux règlements administratifs de l'organisation ou à la convention unanime des membres et prendre toute mesure supplémentaire qu'il estime indiquée.	Ordonnances
Summary application to court	260. If this Act states that a person may apply to a court, the application may be made in a summary manner following applicable provincial law or as the rules of the court of competent jurisdiction provide, and subject to any order respecting notice to interested parties or costs, or any other order that the court thinks fit.	260. Les demandes autorisées par la présente loi peuvent être présentées par voie sommaire conformément au droit provincial applicable ou aux règles de tout tribunal compétent et sous réserve des ordonnances qu'il estime indiquées, notamment en matière d'avis aux parties concernées ou de frais.	Demande sommaire
Appeal of final order	261. (1) An appeal lies to the court of appeal of a province from any final order made by a court of that province under this Act.	261. (1) Toute ordonnance définitive du tribunal rendue en vertu de la présente loi est susceptible d'appel devant la cour d'appel de la province.	Appel
Appeal with leave	(2) An appeal lies to the court of appeal of a province from any order other than a final order made by a court of that province, only with leave of the court of appeal.	(2) Toute autre ordonnance du tribunal n'est susceptible d'appel que sur permission de la cour d'appel de la province.	Permission d'interjeter appel
Offence	262. (1) Every person who contravenes a provision of this Act, other than paragraph 148(2)(b), or the regulations is guilty of an offence and is liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both.	262. (1) Quiconque contrevient à toute disposition de la présente loi, à l'exception de l'alinéa 148(2)b), ou aux règlements commet une infraction et encourt, sur déclaration de culpabilité par procédure sommaire, une amende maximale de 5 000 \$ et un emprisonnement maximal de six mois, ou l'une de ces peines.	Infraction
Offences with respect to reports	(2) A person who makes, or assists in making, a false or misleading statement in a document required under this Act or the regulations to be sent to the Director or to any other person is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both.	(2) La personne qui fait une déclaration fausse ou trompeuse dans un document à envoyer notamment au directeur au titre de la présente loi ou des règlements — ou qui aide une personne à faire une telle déclaration — commet une infraction et encourt, sur déclaration de culpabilité par procédure sommaire, une amende maximale de 5 000 \$ et un emprisonnement maximal de six mois, ou l'une de ces peines.	Déclaration fausse ou trompeuse
Offence — use of information	(3) A person who uses information obtained from a register of members or debt obligation holders or a list of members or debt obligation holders required under this Act for a purpose	(3) Quiconque, à des fins non visées aux articles 22, 23 et 107, utilise, sans le consentement écrit du membre ou du détenteur de titre de créance intéressé, des renseignements sur	Utilisation non autorisée de renseignements

other than those specified in sections 22, 23 and 107 without the written permission of the member or debt obligation holder about whom information is being used is guilty of an offence and liable on summary conviction to a fine of not more than \$25,000 or to imprisonment for a term of not more than six months or to both.

celui-ci provenant d'un registre ou d'une liste tenus au titre de la présente loi commet une infraction et encourt, sur déclaration de culpabilité par procédure sommaire, une amende maximale de 25 000 \$ et un emprisonnement maximal de six mois, ou l'une de ces peines.

Officers, etc., of
bodies corporate

(4) If a body corporate commits an offence under this section, any director or officer of the body corporate who authorized, permitted or acquiesced in the commission of the offence is a party to and guilty of the offence and is liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both, whether or not the body corporate has been prosecuted or convicted.

(4) En cas de perpétration par une personne morale d'une infraction prévue au présent article, ceux de ses administrateurs ou dirigeants qui y ont donné leur autorisation, leur permission ou leur acquiescement sont considérés comme coauteurs de l'infraction et encourtent, sur déclaration de culpabilité par procédure sommaire, une amende maximale de 5 000 \$ et un emprisonnement maximal de six mois, ou l'une de ces peines, que la personne morale ait été ou non poursuivie ou déclarée coupable.

Administrateurs
ou dirigeants

Due diligence

(5) No person shall be convicted of an offence under this section if the person establishes that they exercised due diligence to prevent the commission of the offence.

(5) Nul ne peut être déclaré coupable d'une infraction prévue au présent article s'il établit qu'il a fait preuve de toute la diligence voulue pour empêcher la perpétration de l'infraction.

Diligence

Non-application
of section 126 of
the *Criminal*
Code

(6) Section 126 of the *Criminal Code* does not apply in respect of the obligation under paragraph 148(2)(b).

(6) L'article 126 du *Code criminel* ne s'applique pas à l'égard de l'obligation prévue à l'alinéa 148(2)(b).

Non-application
de l'article 126
du *Code*
criminel

Order to comply

263. (1) Where a person is guilty of an offence under this Act or the regulations, any court in which proceedings in respect of the offence are taken may, in addition to any punishment it may impose, order that person to comply with the provisions of this Act or the regulations for the contravention of which the person has been convicted.

263. (1) Le tribunal peut, en plus des peines prévues, ordonner aux personnes déclarées coupables d'infractions à la présente loi ou aux règlements de se conformer aux dispositions auxquelles elles ont contrevenu.

Ordre de se
conformer à la
loi

Limitation
period

(2) A prosecution for an offence under this Act may be instituted at any time within but not later than two years after the time when the subject matter of the complaint arose.

(2) Les infractions prévues par la présente loi se prescrivent par deux ans à compter de la naissance de l'objet de la plainte.

Prescription

Civil remedy not
affected

(3) No civil remedy for an act or omission is suspended or affected by reason that the act or omission is an offence under this Act.

(3) Le fait qu'une action ou une omission constitue une infraction à la présente loi est sans effet sur les recours civils auxquels elle peut donner ouverture.

Maintien des
recours civils

PART 17

DOCUMENTS IN ELECTRONIC OR OTHER FORM

Definitions

264. The following definitions apply in this Part.

PARTIE 17

DOCUMENTS SOUS FORME ÉLECTRONIQUE OU AUTRE

264. Les définitions qui suivent s'appliquent à la présente partie.

Définitions

“electronic document” « document électronique »	“electronic document” means, except in section 269, any form of representation of information or of concepts fixed in any medium in or by electronic, optical or other similar means and that can be read or perceived by a person or by any means.	« document électronique » Sauf à l’article 269, s’entend de toute forme de représentation d’information ou de notions fixée sur quelque support que ce soit par des moyens électroniques, optiques ou autres moyens semblables et qui peut être lue ou perçue par une personne ou par tout moyen.	« document électronique » “electronic document”
“information system” « système d’information »	“information system” means a system used to generate, send, receive, store or otherwise process an electronic document.	« système d’information » Système utilisé pour créer, transmettre, recevoir, mettre en mémoire ou traiter de toute autre manière des documents électroniques.	« système d’information » “information system”
Application	265. This Part does not apply to information, including information in a notice or other document, sent to or issued by the Director under this Act or prescribed for the purposes of this section.	265. La présente partie ne s’applique pas à l’information, notamment celle contenue dans un avis ou un autre document, que le directeur envoie ou reçoit au titre de la présente loi, ni à celle visée par règlement.	Application
Use not mandatory	266. (1) Nothing in this Act or the regulations requires a person to create or provide an electronic document.	266. (1) La présente loi et les règlements n’obligent personne à créer ou à transmettre un document électronique.	Utilisation non obligatoire
Consent and other requirements	(2) Despite anything in this Part, a requirement under this Act or the regulations to provide a person with information, including information in a notice or other document, is not satisfied by the provision of an electronic document unless (a) the addressee has consented, in the manner prescribed, and has designated an information system for the receipt of the electronic document; and (b) either the electronic document is provided to the designated information system or any other prescribed action is taken.	(2) Malgré toute autre disposition de la présente partie, l’obligation, faite par la présente loi ou les règlements, de fournir une information, notamment dans un avis ou un autre document, n’est satisfaite par la transmission d’un document électronique que si : (a) d’une part, le destinataire a donné son consentement selon les modalités réglementaires et désigné un système d’information pour sa réception; (b) d’autre part, le document électronique a été transmis au système d’information ainsi désigné ou les mesures réglementaires ont été prises.	Consentement et autres exigences
Revocation of consent	(3) An addressee may revoke the consent referred to in paragraph (2)(a) in the manner prescribed.	(3) Le destinataire peut, selon les modalités réglementaires, révoquer son consentement.	Révocation du consentement
Creation and provision of information	267. A requirement under this Act or the regulations that information, including information in a notice or other document, be created or provided is satisfied by the creation or provision of an electronic document if (a) the by-laws or the articles of the corporation do not otherwise provide; and (b) the regulations, if any, have been complied with.	267. L’obligation, faite par la présente loi ou les règlements, de créer ou de fournir une information, notamment dans un avis ou un autre document, est satisfaite par la création ou la transmission d’un document électronique si : (a) d’une part, les statuts ou les règlements administratifs de l’organisation ne s’y opposent pas; (b) d’autre part, les exigences réglementaires éventuellement fixées ont été observées.	Création et fourniture d’information
Creation of information in writing	268. (1) A requirement under this Act or the regulations that information, including informa-	268. (1) L’obligation, faite par la présente loi ou les règlements, de créer par écrit une in-	Création d’information par écrit

tion in a notice or other document, be created in writing is satisfied by the creation of an electronic document if, in addition to the conditions set out in section 267,

- (a) the information in the electronic document is accessible so as to be usable for subsequent reference; and
- (b) the regulations pertaining to this subsection, if any, have been complied with.

Provision of
information in
writing

(2) A requirement under this Act or the regulations that information, including information in a notice or other document, be provided in writing is satisfied by the provision of an electronic document if, in addition to the conditions set out in section 267,

- (a) the information in the electronic document is accessible by the addressee and capable of being retained by the addressee, so as to be usable for subsequent reference; and
- (b) the regulations pertaining to this subsection, if any, have been complied with.

Copies

(3) A requirement under this Act or the regulations for one or more copies of a document to be provided to a single addressee at the same time is satisfied by the provision of a single version of an electronic document.

Registered mail

(4) A requirement under this Act or the regulations to provide a document by registered mail cannot be satisfied by means of an electronic document unless the regulations so prescribe and, in such case, only in accordance with the prescribed requirements.

Statutory
declarations and
affidavits

269. (1) A statutory declaration or an affidavit required under this Act or the regulations may be created or provided in an electronic document if

- (a) the person who makes the statutory declaration or affidavit signs it with his or her secure electronic signature;
- (b) the authorized person before whom the statutory declaration or affidavit is made signs it with his or her secure electronic signature; and
- (c) the requirements of sections 266 to 268 are complied with.

formation, notamment dans un avis ou un autre document, est satisfaite par la création d'un document électronique si les conditions ci-après et celles visées à l'article 267 sont réunies :

- a) d'une part, l'information qui y est contenue demeure accessible pour consultation future;
- b) d'autre part, les exigences réglementaires éventuellement fixées ont été observées.

Fourniture
d'information
par écrit

(2) L'obligation, faite par la présente loi ou les règlements, de fournir par écrit une information, notamment dans un avis ou un autre document, est satisfaite par la transmission d'un document électronique si les conditions ci-après et celles visées à l'article 267 sont réunies :

- a) d'une part, l'information qui y est contenue peut être conservée par le destinataire et demeure accessible pour consultation future;
- b) d'autre part, les exigences réglementaires éventuellement fixées ont été observées.

Exemplaires

(3) L'obligation, faite par la présente loi ou les règlements, de fournir un ou plusieurs exemplaires d'un document à un seul destinataire dans le même envoi est satisfaite par la transmission d'un document électronique.

Courrier
recommandé

(4) L'obligation, faite par la présente loi ou les règlements, de transmettre un document par courrier recommandé n'est satisfaite au moyen d'un document électronique que si :

- a) d'une part, les règlements le permettent;
- b) d'autre part, les exigences réglementaires ont été observées.

Déclaration
solennelle ou
affidavit

269. (1) Toute déclaration solennelle ou tout affidavit exigé par la présente loi ou les règlements peut être créé ou fourni dans un document électronique si les conditions suivantes sont réunies :

- a) son auteur y appose sa signature électronique sécurisée;
- b) la personne autorisée devant qui la déclaration solennelle ou l'affidavit a été fait y appose sa signature électronique sécurisée;
- c) les conditions visées aux articles 266 à 268 ont été observées.

Definitions	(2) For the purposes of this section, “electronic document” and “secure electronic signature” have the same meaning as in subsection 31(1) of the <i>Personal Information Protection and Electronic Documents Act</i> .	(2) Pour l’application du présent article, «document électronique» et «signature électronique sécurisée» s’entendent au sens du paragraphe 31(1) de la <i>Loi sur la protection des renseignements personnels et les documents électroniques</i> .	Définitions
Clarification	(3) For the purpose of complying with paragraph (1)(c), the references to an “electronic document” in sections 266 to 268 are to be read as references to an electronic document as defined in subsection 31(1) of the <i>Personal Information Protection and Electronic Documents Act</i> .	(3) Pour l’application de l’alinéa (1)c), les mentions de «document électronique» aux articles 266 à 268 valent mention d’un document électronique au sens du paragraphe 31(1) de la <i>Loi sur la protection des renseignements personnels et les documents électroniques</i> .	Précision
Signatures	270. Except with respect to a statutory declaration or an affidavit, a requirement under this Act or the regulations for a signature or for a document to be executed is satisfied in relation to an electronic document if the prescribed requirements, if any, pertaining to this section are met and if the signature results from the application by a person of a technology or a process that permits the following to be proven: (a) the signature resulting from the use by the person of the technology or process is unique to the person; (b) the technology or process is used by the person to incorporate, attach or associate the person’s signature to the electronic document; and (c) the technology or process can be used to identify its user.	270. Dans le cas où la présente loi ou les règlements exigent une signature, autre que celle exigée pour la déclaration solennelle ou l’affidavit, la signature qui résulte de l’utilisation d’une technique ou d’un procédé satisfait à l’obligation en ce qui concerne un document électronique si les exigences réglementaires éventuellement fixées sont observées et si la technique ou le procédé permet d’établir ce qui suit: a) la signature est propre à l’utilisateur; b) la technique ou le procédé est utilisé pour l’incorporation, l’adjonction ou l’association de la signature au document électronique; c) la technique ou le procédé permet d’identifier l’utilisateur.	Signatures
Application for dispensation	271. On application of the corporation, the Director may, on any terms that the Director thinks fit, relieve — including retroactively — a corporation from complying with any requirements of this Part if the Director reasonably believes that the members will not be prejudiced by the dispensation.	271. Le directeur peut, sur demande de l’organisation, soustraire — même rétroactivement — celle-ci, selon les modalités qu’il estime indiquées, à toute exigence prévue par la présente partie s’il estime que cela ne portera pas préjudice aux membres.	Demande de dispense

PART 18

GENERAL

NOTICE, CERTIFICATES AND OTHER DOCUMENTS

Notice to directors and members

272. (1) A notice or other document required by this Act, the regulations, the articles or the by-laws to be sent to a member or director of a corporation may be sent by prepaid mail addressed to, or may be delivered personally to,

PARTIE 18

DISPOSITIONS GÉNÉRALES

AVIS, CERTIFICATS ET AUTRES DOCUMENTS

Avis aux administrateurs et aux membres

272. (1) Les avis ou autres documents dont la présente loi ou les règlements, ou les statuts ou les règlements administratifs de l’organisation, exigent l’envoi aux membres ou aux administrateurs peuvent être adressés par courrier affranchi ou remis en personne :

	(a) the member at the member's latest address as shown in the records of the corporation; and (b) the director at the director's latest address as shown in the records of the corporation or in the last notice that was sent by the corporation in accordance with section 128 or 134 and received by the Director.	a) aux membres, à la dernière adresse figurant dans les livres de l'organisation; b) aux administrateurs, à la dernière adresse figurant dans les livres de l'organisation ou sur la dernière liste ou le dernier avis envoyé conformément aux articles 128 ou 134, selon le cas, et reçu par le directeur.	
Effect of notice	(2) A director whose name appears on the last notice that was sent by a corporation in accordance with section 128 or 134 and received by the Director is presumed for the purposes of this Act to be a director of the corporation.	(2) Les administrateurs dont le nom figure sur la dernière liste ou le dernier avis envoyé conformément aux articles 128 ou 134, selon le cas, et reçu par le directeur sont présumés, pour l'application de la présente loi, être administrateurs de l'organisation qui y est mentionnée.	Effet de l'avis
Deemed receipt	(3) A notice or other document sent in accordance with subsection (1) to a member or director of a corporation is deemed to be received at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the member or director did not receive the notice or document at that time or at all.	(3) Les membres ou administrateurs auxquels sont envoyés des avis ou autres documents en conformité avec le paragraphe (1) sont réputés les avoir reçus, sauf s'il existe des motifs raisonnables d'en douter, à la date normale de livraison par la poste.	Réception de documents réputée
Undelivered notices	(4) If on two consecutive occasions a notice or other document sent to a member in accordance with subsection (1) is returned because the member cannot be found, the corporation is not required to send any further notices or documents to the member until the member informs the corporation in writing of the member's new address.	(4) L'organisation n'est pas tenue d'envoyer les avis ou autres documents qui lui sont retournés deux fois de suite parce que le membre est introuvable, sauf si celui-ci l'informe par écrit de sa nouvelle adresse.	Retours
Notice to and service on a corporation	273. A notice or other document required to be sent to or served on a corporation may be sent by registered mail to the registered office of the corporation shown in the last accepted notice under section 20 and, if so sent, is deemed to be received or served at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the corporation did not receive the notice or document at that time or at all.	273. Les avis ou autres documents à envoyer ou à signifier à l'organisation peuvent l'être par courrier recommandé au siège indiqué dans le dernier avis accepté au titre de l'article 20; l'organisation est alors réputée, sauf s'il existe des motifs raisonnables d'en douter, les avoir reçus ou en avoir reçu signification à la date normale de livraison par la poste.	Avis et signification à une organisation
Waiver of notice	274. Where a notice or other document is required by this Act or the regulations to be sent, the sending of the notice or document may be waived or the time for the notice or document may be waived or abridged at any time with the consent in writing of the person entitled to the notice or document.	274. Dans les cas où la présente loi ou les règlements exigent l'envoi d'un avis ou d'un autre document, il est possible de renoncer par écrit à l'envoi ou au délai afférent, ou de consentir à l'abrégement de celui-ci.	Renonciation
Certificate of corporation	275. (1) A certificate issued on behalf of a corporation stating any fact that is set out in the articles, the by-laws, a unanimous member	275. (1) Le certificat délivré pour le compte d'une organisation et énonçant un fait relevé dans les statuts, les règlements administratifs,	Certificat

agreement, the minutes of the meetings of the directors, a committee of directors or the members, or in a trust indenture or other contract to which the corporation is a party, may be signed by a director or an officer of the corporation.

une convention unanime des membres, le procès-verbal d'une assemblée ou d'une réunion du conseil d'administration ou d'un comité du conseil ainsi que dans les actes de fiducie ou autres contrats où l'organisation est partie peut être signé par tout administrateur ou dirigeant de l'organisation.

Evidence of contents of certificate, certified extract and certified copy

(2) In the absence of evidence to the contrary, the following documents, when introduced as evidence in any civil, criminal or administrative action or proceeding, are proof of their contents:

- (a) a certificate referred to in subsection (1);
- (b) a document certified to be a true extract from the corporation's register of directors, officers, members and debt obligation holders; and
- (c) a document certified to be a true copy of minutes, or of an extract from minutes, of a meeting of members or directors or a committee of directors of the corporation.

Proof of authenticity

(3) A document that appears to be a certificate, certified extract or certified copy referred to in subsection (2) is presumed, in the absence of evidence to the contrary, to be authentic.

Proof of membership or debt obligation

(4) An entry of a person's name in a register of members or debt obligation holders of a corporation, or an entry in a debt obligation certificate issued by a corporation, is, in the absence of evidence to the contrary, proof that the person holds the membership or debt obligation described in the register or in the certificate.

Definition of "statement"

276. (1) In this section, "statement" means a statement of intent to dissolve, or a statement of revocation of intent to dissolve, referred to in section 221.

Sending of articles and statements

(2) If this Act requires that articles or a statement relating to a corporation be sent to the Director, on receiving the articles or statement in the form that the Director fixes, any other required documents and the required fees, the Director shall

- (a) record the date of receipt;
- (b) issue the appropriate certificate;
- (c) send the certificate, or a copy, image or photographic, electronic or other reproduction of the certificate, to the corporation or its agent or mandatary; and

Preuve du contenu

(2) Le certificat, de même que l'extrait certifié conforme du registre des membres, des administrateurs, des dirigeants ou des détenteurs de titres de créance et la copie ou l'extrait certifié conforme du procès-verbal d'une assemblée ou d'une réunion du conseil d'administration ou d'un comité du conseil, font foi de leur contenu, sauf preuve contraire, dans toute poursuite ou procédure civile, pénale ou administrative.

Preuve de l'authenticité

(3) Le document qui paraît être un tel certificat ou extrait ou une telle copie fait foi, sauf preuve contraire, de son authenticité.

Preuve — adhésions et titres de créance

(4) Les mentions du registre des adhésions ou des titres de créance et les certificats de titres de créance émis par l'organisation établissent, sauf preuve contraire, que les personnes au nom desquelles les adhésions ou les titres de créance sont inscrits ou émis, selon le cas, en sont propriétaires.

Définition de « déclaration »

276. (1) Au présent article, « déclaration » désigne la déclaration mentionnée à l'article 221 constatant soit l'intention de procéder à la dissolution, soit celle d'y renoncer.

Envoi de statuts ou d'une déclaration

(2) Dans le cas où la présente loi prévoit l'envoi au directeur de statuts ou d'une déclaration relativement à une organisation, le directeur, sur réception des statuts ou de la déclaration en la forme établie par lui, de tout autre document requis et des droits afférents :

- a) note la date de la réception;
- b) délivre le certificat approprié;
- c) envoie à l'organisation ou à son mandataire le certificat ou une copie, image ou reproduction photographique, électronique ou autre de celui-ci;

	(d) publish a notice of the issuance of the certificate in a publication generally available to the public.	d) fait paraître dans une publication destinée au grand public un avis de la délivrance du certificat.	
Date of certificate	(3) A certificate referred to in subsection (2) issued by the Director may be dated as of the day the Director receives the articles, statement or court order under which the certificate is issued or as of any later day specified by the court or person who signed the articles or statement.	(3) La date du certificat peut être celle de la réception, par le directeur, des statuts, de la déclaration ou de l'ordonnance portant délivrance du certificat ou telle date ultérieure que précise le tribunal ou le signataire des statuts ou de la déclaration.	Date du certificat
Date of certificate	(4) Despite subsection (3), a certificate of discontinuance may be dated as of the day on which the corporation amalgamates, or is continued, under another Act.	(4) Le certificat de changement de régime peut, quant à lui, être daté du jour où l'organisation a été prorogée ou a fusionné sous le régime d'une autre loi.	Date du certificat de changement de régime
Exception — failure to comply with Act	(5) The Director may refuse to issue the certificate if a notice that is required by section 20 or 128 or subsection 134(1) indicates that the corporation, after the issuance of the certificate, would not be in compliance with this Act.	(5) Le directeur peut refuser de délivrer le certificat si l'avis exigé par l'article 20 ou le paragraphe 134(1) ou la liste exigée par l'article 128 indiquent que l'organisation, après la délivrance du certificat, serait en contravention avec la présente loi.	Exception : non-observation de la loi
Signature	277. (1) A signature required on a certificate issued by the Director under this Act may be printed or otherwise mechanically reproduced on the certificate.	277. (1) La signature qui doit figurer sur les certificats que le directeur délivre au titre de la présente loi peut être reproduite mécaniquement, notamment sous forme imprimée.	Signature
Execution of documents	(2) Any articles, notice, resolution, requisition, statement or other document required or permitted to be executed or signed by more than one individual for the purposes of this Act may be executed or signed in several documents of similar form, each of which is executed or signed by one or more of the individuals. The documents, when duly executed or signed by all individuals required or permitted, as the case may be, to do so, are deemed to constitute one document for the purposes of this Act.	(2) Les statuts, avis, résolutions, demandes, déclarations ou autres documents qui doivent ou peuvent être signés par plusieurs personnes physiques pour l'application de la présente loi peuvent être rédigés en plusieurs exemplaires de forme analogue, dont chacun est signé par une ou plusieurs de ces personnes. Ces exemplaires dûment signés sont réputés constituer un seul document pour l'application de la présente loi.	Fiction — signature des documents
Annual return	278. Every corporation shall send to the Director an annual return in the form and within the period that the Director fixes.	278. L'organisation envoie au directeur un rapport annuel, en la forme et dans le délai établis par lui.	Rapport annuel
Inspection	279. (1) A person who has paid the required fee is entitled during usual business hours to examine and make copies of or take extracts from a document required by this Act or the regulations to be sent to the Director, except (a) extracts obtained under subsection 24(1); (b) a members or debt obligation holders list obtained under subsection 24(2); (c) a copy of the documents obtained under section 177; and	279. (1) Sur paiement des droits exigibles, toute personne peut, pendant les heures normales d'ouverture des bureaux, consulter les documents dont l'envoi au directeur est requis par la présente loi ou les règlements et en prendre des copies ou extraits, sauf: a) les extraits obtenus au titre du paragraphe 24(1); b) les listes de membres ou de détenteurs de titres de créance obtenues au titre du paragraphe 24(2);	Consultation

	(d) a report obtained under subsection 248(2).	c) les copies des documents obtenues au titre de l'article 177; d) les rapports obtenus au titre du paragraphe 248(2).	
Copies or extracts	(2) The Director shall, on request, furnish any person with a copy, extract, certified copy or certified extract of a document that may be examined under subsection (1).	(2) Le directeur fournit à toute personne qui en fait la demande une copie ou un extrait — certifiés conformes ou non — des documents qui peuvent être consultés en vertu du paragraphe (1).	Copies ou extraits
Payment of fees	280. A fee in respect of the receipt or copying of any document shall be paid to the Director on the reception or copying, and a fee in respect of the acceptance, examination or issuance of any document or in respect of any action that the Director is required or authorized to take under this Act shall be paid to the Director before the acceptance, examination or issuance or the taking of the action.	280. Les droits à payer au directeur pour la réception, l'acceptation, l'examen, la délivrance ou la reproduction de documents ou pour toute mesure, facultative ou obligatoire, prise par celui-ci au titre de la présente loi sont acquittés respectivement au moment de la réception ou de la reproduction ou avant l'acceptation, l'examen, la délivrance ou la prise de la mesure.	Acquittement des droits
	DIRECTOR	DIRECTEUR	
Appointment of Director	281. The Minister shall appoint a Director and may appoint one or more Deputy Directors to carry out the duties and exercise the powers of the Director under this Act.	281. Le ministre nomme un directeur et peut nommer un ou plusieurs directeurs adjoints pour exercer les attributions que la présente loi confère au directeur.	Nomination du directeur
Content and form of notices and documents	282. The Director may establish the requirements for the content and fix the form, including electronic or other forms, of notices and other documents sent to or issued by the Director under this Act, including (a) the notices and documents that may be transmitted in electronic or other form; (b) the persons or classes of persons who may sign or transmit the notices and documents; (c) their signature in electronic or other form, or the actions that are to have the same effect for the purposes of this Act as their signature; (d) the time and circumstances when electronic notices and documents are to be considered to be sent or received, and the place where they are considered to have been sent or received; and (e) any matter necessary for the purposes of the application of this section.	282. Le directeur peut établir le mode de présentation et la teneur des avis et autres documents qu'il envoie ou reçoit au titre de la présente loi, et notamment : a) les avis et documents qui peuvent être transmis sous forme électronique ou autre; b) les personnes ou catégories de personnes qui peuvent les signer ou en effectuer la transmission; c) les modalités de signature sous forme électronique ou autre de ceux-ci, y compris ce qui peut tenir lieu de signature; d) les circonstances — notamment le moment et le lieu — dans lesquelles les avis et documents électroniques sont présumés avoir été envoyés ou reçus; e) tout ce qui est utile à l'application du présent article.	Mode de présentation et teneur des avis et autres documents
Records of Director	283. (1) Documents received and accepted by the Director under this Act shall be kept by the Director in any form.	283. (1) Les documents reçus et acceptés par le directeur au titre de la présente loi sont conservés sous n'importe quelle forme.	Conservation des documents

Obligation to furnish	(2) If documents are kept by the Director otherwise than in written form, (a) the Director shall furnish any copy required to be furnished under subsection 279(2) in intelligible form; and (b) a report respecting those documents, if it is certified by the Director, is admissible in evidence to the same extent as the original documents would have been.	(2) Si le directeur conserve les documents sous une forme non écrite : a) il doit fournir les copies exigées aux termes du paragraphe 279(2) sous une forme compréhensible; b) les rapports concernant ces documents et certifiés conformes par lui ont la même force probante que les originaux.	Obligation de fournir copie
Retention of records	(3) After the expiry of the prescribed period, the Director is not required to keep or produce a document other than (a) a document referred to in section 128, 134 or 153; (b) a certificate and attached articles or statement received under section 276; and (c) the most recent notice of registered office, if no notice under section 20 has been received during the prescribed period.	(3) Une fois la période réglementaire expirée, le directeur n'est pas tenu de conserver ou de produire les documents en question, à l'exception : a) de ceux visés aux articles 128, 134 ou 153; b) du certificat et des statuts et déclarations annexés qui sont reçus au titre de l'article 276; c) du plus récent avis du lieu où sera maintenu le siège, dans le cas où il n'a reçu aucun avis visé à l'article 20 durant la période réglementaire.	Production
Proof required by Director	284. (1) The Director may require that a document required by this Act or the regulations to be sent to the Director or a fact stated in such a document be verified in accordance with subsection (2).	284. (1) Le directeur peut exiger la vérification de l'authenticité d'un document dont la présente loi ou les règlements requièrent l'envoi, ou de l'exactitude d'un fait relaté dans un tel document.	Preuve exigée par le directeur
Form of proof	(2) A document or fact required by the Director or by this Act to be verified may be verified by affidavit or by statutory declaration under the <i>Canada Evidence Act</i> before any commissioner for oaths or for taking affidavits.	(2) Cette vérification ou toute vérification exigée par la présente loi peut s'effectuer devant tout commissaire compétent, par voie d'affidavit ou de déclaration solennelle faite en vertu de la <i>Loi sur la preuve au Canada</i>.	Forme de la preuve
Dispensation	285. The Director may relieve a person or class of persons, on any conditions that the Director considers appropriate, from sending to the Director any notice or other document or class of notice or document required under this Act to be so sent if the Director is satisfied that (a) information similar to what would be contained in the notice or other document or class of notice or document is contained in a document or a class of documents that is required to be made public under any other Act of Parliament or any Act of the legislature of a province; and (b) doing so would be in conformity with any prescribed requirements.	285. Le directeur peut, selon les modalités qu'il estime indiquées, soustraire une personne ou une catégorie de personnes à l'obligation de lui envoyer tels avis ou autres documents ou catégories d'avis ou de documents s'il estime que, d'une part, les conditions réglementaires sont remplies et, d'autre part, les renseignements qui y figureraient sont semblables à ceux qui figurent dans des documents ou catégories de documents devant être rendus publics au titre d'une autre loi fédérale ou d'une loi provinciale.	Dispense

Certificate of Director	286. (1) The Director shall sign any certificate or certification of fact that the Director is, under this Act, required or authorized to issue.	286. (1) Le directeur signe les attestations de faits et les certificats facultatifs ou obligatoires aux termes de la présente loi.	Signature des certificats et attestations
Evidence of contents of certificate or certified copy	(2) Except in a proceeding under section 223, a certificate issued by the Director under this Act or a copy of a document certified by the Director to be a true copy is conclusive proof in any civil, criminal or administrative action or proceeding of its contents.	(2) Sauf dans le cas de la procédure de dissolution prévue à l'article 223, le certificat que délivre le directeur et la copie de tout document qu'il certifie conforme font péremptoirement foi de leur contenu, dans toute poursuite ou procédure civile, pénale ou administrative.	Preuve du contenu du certificat ou de la copie certifiée conforme
Evidence of contents of certification of fact	(3) A certification of fact by the Director is, in the absence of evidence to the contrary, proof in any civil, criminal or administrative action or proceeding of its contents.	(3) L'attestation de faits que délivre le directeur fait foi de son contenu, sauf preuve contraire, dans toute poursuite ou procédure civile, pénale ou administrative.	Preuve du contenu de l'attestation de faits
Proof of authenticity	(4) A document that appears to be a certificate or certified copy referred to in subsection (2) or a certification of fact referred to in subsection (3) is presumed, in the absence of evidence to the contrary, to be authentic.	(4) Le document qui paraît être un certificat ou une copie visé au paragraphe (2) ou une attestation visée au paragraphe (3) fait foi, sauf preuve contraire, de son authenticité.	Preuve de l'authenticité
Alteration	287. The Director may alter a notice or other document, other than an affidavit or statutory declaration, if authorized by the person who sent the document or by that person's representative.	287. Le directeur peut modifier, avec l'autorisation de l'expéditeur ou de son représentant, les avis ou autres documents à l'exception des affidavits et des déclarations solennelles.	Modification
Corrections initiated by Director	288. (1) If there is an error in the articles, a certificate or other document except one required by section 20 or 128, subsection 134(1) or section 278, the directors or members of the corporation shall, on the request of the Director, pass the resolutions and send to the Director the documents required to comply with this Act and take any other steps that the Director reasonably requires so that the Director can correct the document.	288. (1) Sur demande du directeur, les administrateurs ou les membres de l'organisation adoptent les résolutions et lui envoient les documents exigés par la présente loi, et prennent toute autre mesure raisonnable afin qu'il puisse rectifier les statuts, le certificat ou tout document, autre qu'un document exigé par les articles 20 ou 128, le paragraphe 134(1) ou l'article 278, comportant une erreur.	Rectifications initiées par le directeur
No prejudice	(2) Before proceeding under subsection (1), the Director shall be satisfied that the correction would not prejudice any of the members or creditors of the corporation.	(2) Le directeur n'agit au titre du paragraphe (1) que s'il est convaincu que la rectification ne porterait pas préjudice aux membres ou aux créanciers de l'organisation.	Aucun préjudice
Corrections initiated by the corporation	(3) The Director may, at the request of the corporation or of any other interested person, correct any of the documents referred to in subsection (1) if (a) the correction is approved by the directors of the corporation, or the error is obvious on the face of the document or was made by the Director; and (b) the Director is satisfied that the correction would not prejudice any of the members or creditors of the corporation and that it re-	(3) Le directeur peut, sur demande de l'organisation ou de toute autre personne intéressée, rectifier tout document visé au paragraphe (1) si les conditions suivantes sont réunies : (a) la rectification est approuvée par les administrateurs de l'organisation ou l'erreur est manifeste ou est attribuable au directeur lui-même; (b) le directeur est convaincu que la rectification ne porterait pas préjudice aux membres ou aux créanciers de l'organisation et qu'elle	Rectifications à la demande de l'organisation

	flects the original intention of the corporation or the incorporators.	reflète l'intention originelle de l'organisation ou des fondateurs.	
Application to court	(4) On the application of the Director, the corporation or any other interested person, a court may (a) order the correction of any of the documents referred to in subsection (1); (b) determine the rights of members or creditors of the corporation; and (c) make any other order that the court thinks fit.	(4) Le tribunal peut, sur demande du directeur, de l'organisation ou de toute autre personne intéressée, ordonner la rectification du document, établir les droits des parties en cause et prendre toute autre mesure qu'il estime indiquée.	Intervention du tribunal
Notice to Director of application	(5) An applicant under subsection (4) other than the Director shall give the Director notice of the application, and the Director is entitled to appear and to be heard in person or by counsel.	(5) Avis de la demande de l'organisation ou de toute autre personne intéressée doit être envoyé au directeur; celui-ci peut comparaître en personne ou par ministère d'avocat.	Avis au directeur
Director may require surrender of document	(6) The Director may demand the surrender of the original document and may issue a corrected certificate.	(6) Le directeur peut exiger la restitution du document à rectifier et délivrer un certificat rectifié.	Restitution
Date of corrected document	(7) A corrected document shall bear the date of the document it replaces unless (a) the correction is made with respect to the date of the document, in which case the document shall bear the corrected date; or (b) a court decides otherwise.	(7) Le document rectifié porte soit la date de celui qu'il remplace, soit la date rectifiée, dans le cas où la rectification porte sur la date du document, ou soit celle précisée par le tribunal, s'il y a lieu.	Date du document
Notice	(8) If a corrected certificate materially amends the terms of the original certificate, the Director shall without delay publish notice of the correction in a publication generally available to the public.	(8) Le directeur fait paraître un avis des modifications importantes apportées par le certificat rectifié dans une publication destinée au grand public.	Avis
Cancellation of articles by Director	289. (1) In the prescribed circumstances, the Director may cancel the articles and any related certificate of a corporation.	289. (1) Le directeur peut, dans les cas réglementaires, annuler les statuts de l'organisation et les certificats afférents.	Annulation des statuts et certificats
No prejudice	(2) Before proceeding under subsection (1), the Director shall be satisfied that the cancellation would not prejudice any of the members or creditors of the corporation.	(2) Il ne peut cependant prendre une telle mesure que s'il est convaincu que l'annulation ne porterait pas préjudice aux membres ou aux créanciers de l'organisation.	Aucun préjudice
Request to Director to cancel articles	(3) In the prescribed circumstances, the Director may, at the request of a corporation or of any other interested person, cancel the articles and any related certificate of the corporation if (a) the cancellation is approved by the directors of the corporation; and (b) the Director is satisfied that the cancellation would not prejudice any of the members or creditors of the corporation and that the	(3) Sur demande de l'organisation ou de toute autre personne intéressée, le directeur peut, dans les cas réglementaires, annuler les statuts et les certificats afférents si les conditions suivantes sont réunies : a) l'annulation est approuvée par les administrateurs de l'organisation; b) le directeur est convaincu que l'annulation ne porterait pas préjudice aux membres ou aux créanciers de l'organisation et qu'elle	Annulation à la suite d'une demande

	cancellation reflects the original intention of the corporation or the incorporators.	reflète l'intention originelle de l'organisation ou des fondateurs.	
Application to court	(4) On the application of the Director, the corporation or any other interested person, a court may (a) order the cancellation of the articles of a corporation and any related certificate; (b) determine the rights of members or creditors of the corporation; and (c) make any other order that the court thinks fit.	(4) Le tribunal peut, sur demande du directeur, de l'organisation ou de toute autre personne intéressée, ordonner l'annulation des statuts et des certificats afférents, établir les droits des parties en cause et prendre toute autre mesure qu'il estime indiquée.	Intervention du tribunal
Notice to Director	(5) An applicant under subsection (4) other than the Director shall give the Director notice of the application, and the Director is entitled to appear and to be heard in person or by counsel.	(5) Avis de la demande de l'organisation ou de toute autre personne intéressée doit être envoyé au directeur; celui-ci peut comparaître en personne ou par ministère d'avocat.	Avis au directeur
Return of certificate	(6) The Director may demand the surrender of a cancelled certificate.	(6) Le directeur peut exiger la restitution des certificats annulés.	Restitution
Certificate	290. (1) The Director may provide any person with a certificate stating that a corporation (a) has sent to the Director a document required to be sent under this Act; (b) has paid all required fees; or (c) exists as of a certain date.	290. (1) Le directeur peut fournir à toute personne un certificat attestant, selon le cas : a) la remise par l'organisation d'un document dont l'envoi est exigé par la présente loi; b) le paiement par elle des droits exigibles; c) son existence à une date précise.	Certificat
Director may refuse to issue certificate of existence	(2) For greater certainty, the Director may refuse to issue a certificate described in paragraph (1)(c) if the Director has knowledge that the corporation is in default of sending a document required to be sent under this Act or of paying a required fee.	(2) Le directeur peut refuser de délivrer le certificat attestant l'existence de l'organisation notamment si, à sa connaissance, celle-ci a omis d'envoyer un document dont l'envoi est exigé par la présente loi ou de payer des droits exigibles.	Refus de délivrance
Form of publication	291. Information or notices that the Director is required by this Act to publish in a publication generally available to the public may be made available to the public or published by any system of electronic data processing or other information storage device that is capable of reproducing any required information or notice in intelligible form within a reasonable time.	291. Les renseignements et avis que le directeur est tenu, en vertu de la présente loi, de faire paraître dans une publication destinée au grand public peuvent être rendus accessibles au public ou publiés à l'aide de tout procédé électronique de traitement des données ou de mise en mémoire de l'information susceptible de donner, dans un délai raisonnable, les renseignements ou avis demandés sous une forme compréhensible.	Publication des renseignements
Power to make inquiries	292. The Director may make inquiries of any person relating to compliance with this Act.	292. Le directeur peut, sur demande, obtenir de quiconque des renseignements relativement à l'observation de la présente loi.	Pouvoir du directeur
REGULATIONS		RÈGLEMENTS	
Regulations	293. (1) The Governor in Council may make regulations	293. (1) Le gouverneur en conseil peut, par règlement :	Règlements

(a) prescribing any matter required or authorized by this Act to be prescribed;

(b) defining, enlarging or restricting the meaning of any word or expression used but not defined in this Act;

(c) requiring the payment of a fee in respect of the receipt, acceptance, examination, issuance or copying of any document, or in respect of any action that the Director is required or authorized to take under this Act, and prescribing the amount of the fee or the manner of determining the fee;

(d) respecting the payment of fees, including the time when and the manner in which the fees are to be paid, the additional fees that may be charged for the late payment of fees and the circumstances in which any fees previously paid may be refunded in whole or in part;

(e) prescribing, for the purposes of paragraph 163(6)(e), the minimum amount of support required in relation to the number of times that a substantially similar proposal was submitted to members within the prescribed period;

(f) respecting applications made under subsection 2(6), 25(1) or (2), 104(3), 160(2), 162(5) or 171(2) or section 173, 190 or 271 including prescribing the form and manner of, and time for, making the applications, the information and evidence to be submitted in connection with the applications, the procedure to be followed in the consideration of the applications, the factors to be taken into account in their consideration and, if applicable, any conditions that may or must form part of decisions on the applications;

(g) prescribing any matter necessary for the purposes of the application of Part 17, including the time and circumstances when an electronic document is to be considered to have been provided or received and the place where it is considered to have been provided or received;

(h) prescribing the manner of, and conditions for, participating in a meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting;

a) prendre toute mesure d'ordre réglementaire prévue par la présente loi;

b) déterminer, élargir ou restreindre le sens de tout terme utilisé mais non défini dans la présente loi;

c) établir les droits à imposer pour la réception, l'acceptation, l'examen, la délivrance ou la reproduction de documents ou pour les mesures, facultatives ou obligatoires, prises par le directeur au titre de la présente loi ou prévoir la manière de les fixer;

d) prévoir les modalités de paiement des droits, notamment les modalités de temps, les droits supplémentaires qui peuvent être imposés pour les paiements en souffrance, ainsi que les circonstances dans lesquelles les droits peuvent être remboursés en tout ou en partie;

e) prévoir, pour l'application de l'alinéa 163(6)e), l'appui nécessaire à la proposition d'un membre en fonction du nombre de propositions à peu près identiques déjà présentées aux membres au cours de la période réglementaire;

f) régir les demandes prévues par les paragraphes 2(6), 25(1) et (2), 104(3), 160(2), 162(5) et 171(2) et par les articles 173, 190 et 271 et notamment prévoir les modalités de temps et autres de présentation de ces demandes, les renseignements et les justificatifs dont elles sont accompagnées, la procédure suivie et les facteurs pris en considération dans le cadre de leur examen ainsi que les exigences — facultatives ou obligatoires — formulées dans toute décision rendue à leur égard;

g) prévoir tout ce qui est utile à l'application de la partie 17, y compris les circonstances — notamment le moment et le lieu — dans lesquelles les documents électroniques sont présumés avoir été transmis ou reçus;

h) prévoir la façon de participer aux assemblées ou réunions du conseil d'administration ou d'un comité du conseil par tout moyen de communication — téléphonique, électronique ou autre — permettant à tous les participants de communiquer entre eux, ainsi que les exigences à remplir dans le cadre d'une telle participation;

(i) prescribing, for the purposes of subsections 165(3) and (4), the manner of, and conditions for, voting at a meeting of members by means of a telephonic, electronic or other communication facility;

(j) respecting any matter relating to voting by members not in attendance at a meeting of members; and

(k) generally, for carrying out the purposes and provisions of this Act.

Incorporation by reference

(2) The regulations may incorporate any material by reference regardless of its source and either as it exists on a particular date or as amended from time to time.

Incorporated material is not a regulation

(3) Material does not become a regulation for the purposes of the *Statutory Instruments Act* because it is incorporated by reference.

PART 19

SPECIAL ACT BODIES CORPORATE WITHOUT SHARE CAPITAL

Application to special Act bodies corporate

294. Part 3, subsections 160(1) and 168(1), sections 212, 221 to 223 and 278 and this Part apply to any body corporate without share capital incorporated by a special Act of Parliament and not continued under any other Act — other than a departmental corporation or a parent Crown corporation, as defined in section 2 of the *Financial Administration Act* — as if it were a corporation under this Act and any reference in Part 3 or those provisions to the articles of a corporation shall be read as a reference to the body corporate's incorporating statute.

Report listing Acts of continued or dissolved bodies corporate

295. (1) The Minister may cause to be laid before both Houses of Parliament a report listing every special Act of Parliament that incorporated a body corporate that was later continued under section 212 or dissolved under any of sections 221 to 223.

Referral to committee

(2) The report shall be referred to a committee of each House, or a joint committee of both

i) prévoir, pour l'application des paragraphes 165(3) et (4), la façon de voter par tout moyen de communication — téléphonique, électronique ou autre — lors d'une assemblée, ainsi que les exigences à remplir dans le cadre d'un tel vote;

j) régir toute question relative au vote des membres qui ne sont pas présents à une assemblée;

k) prendre toute autre mesure d'application de la présente loi.

Incorporation par renvoi

(2) Peut être incorporé par renvoi dans un règlement tout document, quelle que soit sa provenance, soit dans sa version à une date donnée, soit avec ses modifications successives.

Nature du document incorporé

(3) L'incorporation par renvoi d'un document dans un règlement ne lui confère pas, pour l'application de la *Loi sur les textes réglementaires*, valeur de règlement.

PARTIE 19

PERSONNES MORALES SANS CAPITAL-ACTIONS CONSTITUÉES PAR UNE LOI SPÉCIALE

Application de certaines dispositions

294. La partie 3, les paragraphes 160(1) et 168(1), les articles 212, 221 à 223 et 278 et la présente partie s'appliquent à toute personne morale sans capital-actions, autre qu'un établissement public ou une société d'État mère au sens de l'article 2 de la *Loi sur la gestion des finances publiques*, qui a été constituée par une loi spéciale du Parlement et qui n'a pas été prorogée sous le régime d'une autre loi, comme s'il s'agissait d'une organisation au sens de la présente loi et toute mention des statuts dans la partie 3 ou dans ces dispositions vaut mention de la loi spéciale ayant constitué la personne morale.

Rapport relatif à certaines personnes morales

295. (1) Le ministre peut faire déposer devant chaque chambre du Parlement un rapport énumérant les lois spéciales du Parlement ayant constitué des personnes morales qui ont été ultérieurement prorogées en vertu de l'article 212 ou dissoutes en vertu de l'un des articles 221 à 223.

Renvoi aux comités parlementaires

(2) Le comité de chacune des chambres ou le comité mixte constitué ou désigné pour l'examen du rapport en est saisi d'office.

Houses, that is designated or established for the purpose of reviewing it.

Repeal of Acts	(3) Every Act listed in the report — unless the Act is the subject of a resolution to the contrary of any committee to which the report is referred — is repealed on the day that is one year after the later of the day on which the report is laid before the Senate and the day on which it is laid before the House of Commons.	(3) Les lois énumérées dans le rapport, sauf celles visées par une résolution de tout comité à l'effet contraire, sont abrogées un an après la date du dépôt du rapport devant le Sénat ou, si elle est postérieure, celle de son dépôt devant la Chambre des communes.	Abrogation des lois spéciales
Publication in the <i>Canada Gazette</i>	(4) The Minister shall, within 60 days after their repeal, publish in the <i>Canada Gazette</i> a list of every Act repealed under subsection (3).	(4) Le ministre fait publier dans la <i>Gazette du Canada</i> , dans les soixante jours suivant leur abrogation, la liste des lois abrogées en application du paragraphe (3).	Publication dans la <i>Gazette du Canada</i>
Change of name	296. (1) A body corporate may send to the Director notice of a change of its name that complies with subsections (4) and (5) and that has been approved by special resolution of the members.	296. (1) La personne morale peut envoyer au directeur un avis du changement de sa dénomination en conformité avec les paragraphes (4) et (5) et approuvé par résolution extraordinaire des membres.	Changement de dénomination
Certificate and notice	(2) On receipt of the notice, the Director shall issue a certificate of change of name and give notice of the change as soon as practicable in a publication generally available to the public.	(2) Sur réception de l'avis, le directeur délivre un certificat de changement de dénomination et publie, dans les meilleurs délais, un avis du changement dans une publication destinée au grand public.	Certificat de changement de dénomination
Effective date	(3) A change of name becomes effective on the date shown in the certificate.	(3) Le changement prend effet à la date précisée dans le certificat.	Prise d'effet du changement
Alternate name	(4) The name of a body corporate may be in an English form, a French form, an English form and a French form, or a combined English and French form, so long as the combined form meets any prescribed criteria. The body corporate may use and may be legally designated by any such form.	(4) La dénomination peut être en français, en anglais, dans ces deux langues ou encore dans une forme combinée des deux langues, pourvu que cette dernière soit conforme aux critères réglementaires; la personne morale peut utiliser l'une ou l'autre des dénominations adoptées et être légalement désignée sous l'une ou l'autre.	Choix de la dénomination
Prohibited names	(5) A body corporate shall not change its name to, or carry on activities under or identify itself by, a name that would not be permitted under subsection 13(1) if it were a corporation.	(5) La personne morale ne peut exercer ses activités ni s'identifier sous une dénomination ou en adopter une qui soit non permise au titre du paragraphe 13(1).	Dénominations prohibées ou trompeuses
Directing change of name	(6) The Director may direct a body corporate to change its name in accordance with subsection (1) if, through inadvertence or otherwise, the body corporate, under this section, has acquired a name that does not comply with subsection (4) or (5).	(6) Le directeur peut ordonner à la personne morale de changer sa dénomination conformément au paragraphe (1) si elle a reçu, notamment par inadvertance, une dénomination non conforme aux paragraphes (4) ou (5).	Ordre de changement de dénomination
Undertaking to dissolve or change name	(7) If a body corporate acquires a name as a result of a person undertaking to dissolve or to change names, and the undertaking is not honoured, the Director may direct the body corporate to change its name in accordance with subsection (1), unless the undertaking is honoured	(7) Dans le cas où la personne morale reçoit une dénomination en raison de l'engagement d'une personne de se dissoudre ou de changer de nom et qu'il n'est pas donné suite à l'engagement dans le délai réglementaire visé au paragraphe (8), le directeur peut lui ordonner de	Engagement de se dissoudre ou de changer de nom

within the prescribed period referred to in subsection (8).

Revoking name

(8) If a body corporate has not followed a directive under subsection (6) or (7) within the prescribed period, the Director may revoke the name of the body corporate and assign a name to it and, until changed in accordance with subsection (1), the name of the body corporate is the name assigned by the Director.

changer sa dénomination conformément au paragraphe (1).

Annulation de la dénomination

(8) Le directeur peut annuler la dénomination de la personne morale qui n'a pas obtempéré aux directives données en vertu des paragraphes (6) ou (7) dans le délai réglementaire et lui en attribuer d'office une autre; celle-ci demeure la dénomination de la personne morale tant qu'elle n'a pas été changée conformément au paragraphe (1).

PART 20

TRANSITIONAL PROVISIONS, CONSEQUENTIAL AMENDMENTS, COORDINATING AMENDMENTS, REPEALS AND COMING INTO FORCE

TRANSITIONAL PROVISIONS

297. [Transitional provisions]

298. [Transitional provision]

Review of Act

299. (1) Within 10 years after the day on which this section comes into force, the Minister shall cause to be laid before both Houses of Parliament a report on the provisions and operation of this Act, including any recommendations for amendments to those provisions.

Reference to parliamentary committee

(2) The report stands referred to the committee of the Senate, the House of Commons or both Houses of Parliament that is designated or established for that purpose, which shall

(a) as soon as possible after the laying of the report, review the report; and

(b) report to the Senate, the House of Commons or both Houses of Parliament, as the case may be, within one year after the laying of the report of the Minister, or any further time authorized by the Senate, the House of Commons or both Houses of Parliament.

CONSEQUENTIAL AMENDMENTS

An Act to incorporate St. Mary's River Bridge Company

300. [Amendment]

301. [Amendment]

PARTIE 20

DISPOSITIONS TRANSITOIRES, MODIFICATIONS CORRÉLATIVES, DISPOSITIONS DE COORDINATION, ABROGATIONS ET ENTRÉE EN VIGUEUR

DISPOSITIONS TRANSITOIRES

297. [Dispositions transitoires]

298. [Disposition transitoire]

Examen

299. (1) Dans les dix ans suivant la date d'entrée en vigueur du présent article, le ministre présente au Sénat et à la Chambre des communes un rapport sur les dispositions de la présente loi et son application dans lequel il fait état des modifications qu'il juge souhaitables.

Renvoi en comité

(2) Le comité du Sénat, de la Chambre des communes, ou mixte, constitué ou désigné à cette fin, est saisi d'office du rapport et procède dans les meilleurs délais à l'étude de celui-ci et, dans l'année qui suit le dépôt du rapport ou le délai supérieur accordé par le Sénat, la Chambre des communes ou les deux chambres, selon le cas, leur présente son rapport.

MODIFICATIONS CORRÉLATIVES

Loi constituant en corporation «St. Mary's River Bridge Company»

300. [Modification]

301. [Modification]

302. [Amendment]	302. [Modification]
<i>An Act to incorporate the Jules and Paul-Émile Léger Foundation</i>	<i>Loi sur la Fondation Jules et Paul-Émile Léger</i>
303. [Amendment]	303. [Modification]
<i>An Act to incorporate the Pickering Harbour Company (Limited) and to authorize it to collect tolls</i>	<i>Acte pour incorporer la Compagnie du Havre de Pickering, (à responsabilité limitée) et pour l'autoriser à percevoir des péages</i>
304. [Amendment]	304. [Modification]
<i>An Act to provide for the creation by amalgamation of The Wesleyan Church of Canada</i>	<i>Loi permettant la création par fusion de L'Église Wesleyenne du Canada</i>
305. [Amendment]	305. [Modification]
<i>Bank Act</i>	<i>Loi sur les banques</i>
306. [Amendment]	306. [Modification]
<i>Budget Implementation Act, 1997</i>	<i>Loi d'exécution du budget de 1997</i>
307. [Amendment]	307. [Modification]
308. [Repealed before coming into force, 2009, c. 23, s. 360]	308. [Abrogé avant d'entrer en vigueur, 2009, ch. 23, art. 360]
<i>Canada Business Corporations Act</i>	<i>Loi canadienne sur les sociétés par actions</i>
309. [Amendment]	309. [Modification]
310. [Amendment]	310. [Modification]
311. [Amendments]	311. [Modifications]
<i>Canada Cooperatives Act</i>	<i>Loi canadienne sur les coopératives</i>
312. [Amendment]	312. [Modification]
<i>Canada Corporations Act</i>	<i>Loi sur les corporations canadiennes</i>
313. [Amendment]	313. [Modification]
<i>Canada Employment Insurance Financing Board Act</i>	<i>Loi sur l'Office de financement de l'assurance-emploi du Canada</i>
314. [Amendment]	314. [Modification]
<i>Canada Foundation for Sustainable Development Technology Act</i>	<i>Loi sur la Fondation du Canada pour l'appui technologique au développement durable</i>
315. [Amendment]	315. [Modification]
316. [Amendment]	316. [Modification]
<i>Canada Pension Plan Investment Board Act</i>	<i>Loi sur l'Office d'investissement du régime de pensions du Canada</i>
317. [Amendments]	317. [Modifications]

<i>Canadian Food Inspection Agency Act</i>	<i>Loi sur l'Agence canadienne d'inspection des aliments</i>
318. [Amendment]	318. [Modification]
<i>Canadian Institutes of Health Research Act</i>	<i>Loi sur les Instituts de recherche en santé du Canada</i>
319. [Amendment]	319. [Modification]
<i>Canadian Payments Act</i>	<i>Loi canadienne sur les paiements</i>
320. [Amendment]	320. [Modification]
<i>Cooperative Energy Act</i>	<i>Loi sur les coopératives de l'énergie</i>
321. [Amendment]	321. [Modification]
<i>Cree-Naskapi (of Quebec) Act</i>	<i>Loi sur les Cris et les Naskapis du Québec</i>
322. [Amendment]	322. [Modification]
<i>Evangelical Lutheran Church in Canada Act</i>	<i>Loi sur l'Église évangélique luthérienne au Canada</i>
323. [Amendment]	323. [Modification]
<i>Evangelical Missionary Church (Canada West District) Act</i>	<i>Loi sur l'Église missionnaire évangélique, section de l'Ouest canadien</i>
324. [Amendment]	324. [Modification]
325. [Amendment]	325. [Modification]
326. [Amendment]	326. [Modification]
<i>Financial Administration Act</i>	<i>Loi sur la gestion des finances publiques</i>
327. [Amendment]	327. [Modification]
<i>First Nations Fiscal and Statistical Management Act</i>	<i>Loi sur la gestion financière et statistique des premières nations</i>
328. [Amendment]	328. [Modification]
<i>Green Shield Canada Act</i>	<i>Loi sur l'association personnalisée le Bouclier vert du Canada</i>
329. [Amendment]	329. [Modification]
<i>Gwich'in Land Claim Settlement Act</i>	<i>Loi sur le règlement de la revendication territoriale des Gwich'in</i>
330. [Amendment]	330. [Modification]
<i>Insurance Companies Act</i>	<i>Loi sur les sociétés d'assurances</i>
331. [Amendment]	331. [Modification]
<i>Mackenzie Gas Project Impacts Act</i>	<i>Loi relative aux répercussions du projet gazier Mackenzie</i>
332. [Amendment]	332. [Modification]

Mi'kmaq Education Act

333. [Amendment]

Physical Activity and Sport Act

334. [Amendment]

Pilotage Act

335. [Amendment]

Public Sector Pension Investment Board Act

336. [Amendment]

Sahtu Dene and Metis Land Claim Settlement Act

337. [Amendment]

United Grain Growers Act

338. [Amendment]

Yukon First Nations Land Claims Settlement Act

339. [Amendment]

Other Acts

340. Any reference to Part III of the *Canada Corporations Act*, chapter C-32 of the Revised Statutes of Canada, 1970, in any Act of Parliament is deemed to be a reference to Part 19 of the *Canada Not-for-profit Corporations Act*.

COORDINATING AMENDMENTS

341. [Amendment]

342. [Amendment]

343. [Amendment]

344. [Amendment]

345. [Amendment]

346. [Amendment]

347. [Amendment]

348. [Amendment]

349. [Amendment]

350. [Amendment]

351. [Amendment]

352. [Amendment]

Loi sur l'éducation des Mi'kmaq

333. [Modification]

Loi sur l'activité physique et le sport

334. [Modification]

Loi sur le pilotage

335. [Modification]

Loi sur l'Office d'investissement des régimes de pensions du secteur public

336. [Modification]

Loi sur le règlement de la revendication territoriale des Dénés et Métis du Sahtu

337. [Modification]

Loi sur l'Union des producteurs de grain

338. [Modification]

Loi sur le règlement des revendications territoriales des premières nations du Yukon

339. [Modification]

Autres lois

340. Dans toute loi fédérale, la mention de la partie III de la *Loi sur les corporations canadiennes*, chapitre C-32 des Statuts révisés du Canada de 1970, vaut mention de la partie 19 de la *Loi canadienne sur les organisations à but non lucratif*.

DISPOSITIONS DE COORDINATION

341. [Modification]

342. [Modification]

343. [Modification]

344. [Modification]

345. [Modification]

346. [Modification]

347. [Modification]

348. [Modification]

349. [Modification]

350. [Modification]

351. [Modification]

352. [Modification]

Deeming
provision

Mention

- 353. [Amendment]
- 354. [Amendment]
- 355. [Amendment]
- 356. [Amendment]
- 357. [Amendment]
- 358. [Amendment]
- 359. [Amendment]
- 360. [Amendments]

- 353. [Modification]
- 354. [Modification]
- 355. [Modification]
- 356. [Modification]
- 357. [Modification]
- 358. [Modification]
- 359. [Modification]
- 360. [Modifications]

REPEALS

- 361. [Repeal]
- 362. [Repeal]
- 363. [Repeal]
- 364. [Repeal]
- 365. [Repeal]
- 366. [Repeal]
- 367. [Repeal]
- 368. [Repeal]
- 369. [Repeal]
- 370. [Repeal]
- 371. [Repeal]

ABROGATIONS

- 361. [Abrogation]
- 362. [Abrogation]
- 363. [Abrogation]
- 364. [Abrogation]
- 365. [Abrogation]
- 366. [Abrogation]
- 367. [Abrogation]
- 368. [Abrogation]
- 369. [Abrogation]
- 370. [Abrogation]
- 371. [Abrogation]

COMING INTO FORCE

Order in council

***372. (1) Subject to subsection (2), the provisions of this Act, other than subsections 297(2) to (4), (6) and (7) and sections 341 to 360, come into force on a day or days to be fixed by order of the Governor in Council.**

* [Note: Subsections 297(2) to (4), (6) and (7) and sections 341 to 360 in force on assent June 23, 2009; sections 300 to 302, 304 and 310, subsections 311(1), (3) and (4), the portion of section 313 before paragraph (a), paragraphs 313(c), (e), (g), (i), (k), (m), (o), (q), (t), (v), (x), (z), (z.02), (z.04), (z.1), (z.5) and (z.8) and sections 361 to 371 in force March 12, 2010, see SI/2010-25; sections 1 to 296, subsections 297(1) and (5), sections 298, 299, 303, 305 to 307 and 309, subsections 311(2) and (5), section 312, paragraphs 313(z.4) and (z.6), sections 314 to 316 and sections 318 to 340 in force October 17, 2011, see SI/2011-87.]

Canada Pension
Plan Investment
Board Act

***(2) Subsections 317(1) and (2) come into force, in accordance with subsection 114(4) of the *Canada Pension Plan*, on days to be fixed by order of the Governor in Council.**

* [Note: Subsection 317(1) in force October 17, 2011, see SI/2011-87.]

ENTRÉE EN VIGUEUR

Décret

***372. (1) Sous réserve du paragraphe (2), les dispositions de la présente loi, à l'exception des paragraphes 297(2) à (4), (6) et (7) et des articles 341 à 360, entrent en vigueur à la date ou aux dates fixées par décret.**

* [Note: Paragraphes 297(2) à (4), (6) et (7) et articles 341 à 360 en vigueur à la sanction le 23 juin 2009; articles 300 à 302, 304 et 310, paragraphes 311(1), (3) et (4), passage de l'article 313 précédant l'alinéa a), alinéas 313(c), (e), (g), (i), (k), (m), (o), (q), (t), (v), (x), (z), z.02), z.04), z.1), z.5) et z.8) et articles 361 à 371 en vigueur le 12 mars 2010, voir TR/2010-25; articles 1 à 296, paragraphes 297(1) et (5), articles 298, 299, 303, 305 à 307 et 309, paragraphes 311(2) et (5), article 312, alinéas 313z.4) et z.6), articles 314 à 316 et articles 318 à 340 en vigueur le 17 octobre 2011, voir TR/2011-87.]

Loi sur l'Office
d'investissement
du régime de
pensions du
Canada

***(2) Les paragraphes 317(1) et (2) entrent en vigueur en conformité avec le paragraphe 114(4) du *Régime de pensions du Canada* aux dates fixées par décret.**

* [Note: Paragraphe 317(1) en vigueur le 17 octobre 2011, voir TR/2011-87.]

AMENDMENTS NOT IN FORCE

— 2009, c. 23, s. 341

341. On the day on which paragraph 313(a) comes into force, subsection 3(2) is amended by adding the word “and” at the end of paragraph (a) and by repealing paragraph (b).

MODIFICATIONS NON EN VIGUEUR

— 2009, ch. 23, art. 341

341. À la date d’entrée en vigueur de l’alinéa 313a), le paragraphe 3(2) est remplacé par ce qui suit :

(2) *La Loi canadienne sur les sociétés par actions et la Loi sur les liquidations et les restructurations ne s’appliquent pas aux organisations.*

Non-application
de certaines lois



CANADA

CONSOLIDATION

CODIFICATION

Canada Not-for-profit Corporations Regulations

Règlement sur les organisations à but non lucratif de régime fédéral

SOR/2011-223

DORS/2011-223

Current to October 31, 2011

À jour au 31 octobre 2011

Last amended on October 17, 2011

Dernière modification le 17 octobre 2011

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OFFICIAL STATUS
OF CONSOLIDATIONS

CARACTÈRE OFFICIEL
DES CODIFICATIONS

Subsections 31(1) and (3) of the *Legislation Revision and Consolidation Act*, in force on June 1, 2009, provide as follows:

Les paragraphes 31(1) et (3) de la *Loi sur la révision et la codification des textes législatifs*, en vigueur le 1^{er} juin 2009, prévoient ce qui suit :

Published
consolidation is
evidence

31. (1) Every copy of a consolidated statute or consolidated regulation published by the Minister under this Act in either print or electronic form is evidence of that statute or regulation and of its contents and every copy purporting to be published by the Minister is deemed to be so published, unless the contrary is shown.

31. (1) Tout exemplaire d'une loi codifiée ou d'un règlement codifié, publié par le ministre en vertu de la présente loi sur support papier ou sur support électronique, fait foi de cette loi ou de ce règlement et de son contenu. Tout exemplaire donné comme publié par le ministre est réputé avoir été ainsi publié, sauf preuve contraire.

Codifications
comme élément
de preuve

...

[...]

Inconsistencies
in regulations

(3) In the event of an inconsistency between a consolidated regulation published by the Minister under this Act and the original regulation or a subsequent amendment as registered by the Clerk of the Privy Council under the *Statutory Instruments Act*, the original regulation or amendment prevails to the extent of the inconsistency.

(3) Les dispositions du règlement d'origine avec ses modifications subséquentes enregistrées par le greffier du Conseil privé en vertu de la *Loi sur les textes réglementaires* l'emportent sur les dispositions incompatibles du règlement codifié publié par le ministre en vertu de la présente loi.

Incompatibilité
— règlements

NOTE

This consolidation is current to October 31, 2011. The last amendments came into force on October 17, 2011. Any amendments that were not in force as of October 31, 2011 are set out at the end of this document under the heading “Amendments Not in Force”.

NOTE

Cette codification est à jour au 31 octobre 2011. Les dernières modifications sont entrées en vigueur le 17 octobre 2011. Toutes modifications qui n'étaient pas en vigueur au 31 octobre 2011 sont énoncées à la fin de ce document sous le titre « Modifications non en vigueur ».

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Registration
SOR/2011-223 October 6, 2011

CANADA NOT-FOR-PROFIT CORPORATIONS ACT

Canada Not-for-profit Corporations Regulations

P.C. 2011-1163 October 6, 2011

Whereas the *User Fees Act*^a applies in respect of the fees fixed in the annexed Regulations;

And whereas the requirements of section 4 of that Act have been complied with;

Therefore, His Excellency the Governor General in Council, on the recommendation of the Minister of Industry, pursuant to section 293 of the *Canada Not-for-profit Corporations Act*^b, hereby makes the annexed *Canada Not-for-profit Corporations Regulations*.

Enregistrement
DORS/2011-223 Le 6 octobre 2011

LOI CANADIENNE SUR LES ORGANISATIONS À BUT NON LUCRATIF

Règlement sur les organisations à but non lucratif de régime fédéral

C.P. 2011-1163 Le 6 octobre 2011

Attendu que la *Loi sur les frais d'utilisation*^a s'applique aux droits fixés par le règlement ci-après;

Attendu que les conditions prévues à l'article 4 de cette loi ont été remplies,

À ces causes, sur recommandation du ministre de l'Industrie et en vertu de l'article 293 de la *Loi canadienne sur les organisations à but non lucratif*^b, Son Excellence le Gouverneur général en conseil prend le *Règlement sur les organisations à but non lucratif de régime fédéral*, ci-après.

^a S.C. 2004, c. 6

^b S.C. 2009, c. 23

^a L.C. 2004, ch. 6

^b L.C. 2009, ch. 23

CANADA NOT-FOR-PROFIT CORPORATIONS REGULATIONS

INTERPRETATION

1. In these Regulations, “Act” means the *Canada Not-for-profit Corporations Act*.

PART 1

GENERAL

CORPORATE RECORDS AND REGISTERS

2. (1) For the purpose of subsection 21(2) of the Act, the prescribed information for the register of directors is

- (a) the name of each director;
- (b) the current residential address of each director;
- (c) an email address if the director has consented to receiving information or documents by electronic means; and
- (d) for each person named in the register, the date on which that person became a director and, if applicable, the date on which that person ceased to be a director.

(2) For the purpose of subsection 21(2) of the Act, the prescribed information for the register of officers is

- (a) the name of each officer;
- (b) the current residential address of each officer;
- (c) an email address if the officer has consented to receiving information or documents by electronic means; and
- (d) for each person named in the register, the date on which that person became an officer and, if applicable, the date on which that person ceased to be an officer.

(3) For the purpose of subsection 21(2) of the Act, the prescribed information for the register of members is

- (a) the name of each member;
- (b) the current residential or business address of each member;

RÈGLEMENT SUR LES ORGANISATIONS À BUT NON LUCRATIF DE RÉGIME FÉDÉRAL

DÉFINITION

1. Dans le présent règlement, «Loi» s’entend de la *Loi canadienne sur les organisations à but non lucratif*.

PARTIE 1

DISPOSITIONS GÉNÉRALES

LIVRES ET REGISTRES

2. (1) Pour l’application du paragraphe 21(2) de la Loi, les renseignements que doivent comporter le registre des administrateurs sont les suivants :

- a) le nom des administrateurs;
- b) l’adresse résidentielle des administrateurs;
- c) une adresse électronique, si l’administrateur a consenti à recevoir de l’information ou des documents par un moyen de communication électronique;
- d) pour chaque personne nommée dans le registre, la date à laquelle elle est devenue administrateur et, le cas échéant, la date à laquelle elle a cessé de l’être.

(2) Pour l’application du paragraphe 21(2) de la Loi, les renseignements que doivent comporter le registre des dirigeants sont les suivants :

- a) le nom des dirigeants;
- b) l’adresse résidentielle des dirigeants;
- c) une adresse électronique, si le dirigeant a consenti à recevoir de l’information ou des documents par un moyen de communication électronique;
- d) pour chaque personne nommée dans le registre, la date à laquelle elle est devenue dirigeant et, le cas échéant, la date à laquelle elle a cessé de l’être.

(3) Pour l’application du paragraphe 21(2) de la Loi, les renseignements que doivent comporter le registre des membres sont les suivants :

- a) le nom des membres;
- b) l’adresse résidentielle ou d’affaires des membres;

(c) an email address if the member has consented to receiving information or documents by electronic means;

(d) for each person named in the register, the date on which that person became a member and, if applicable, the date on which that person ceased to be a member; and

(e) the class or group of membership of each member, if any.

3. For the purpose of subsection 44(1) of the Act, the prescribed information is

(a) the name of each debt obligation holder;

(b) the residential or business address of each debt obligation holder;

(c) an email address if the debt obligation holder has consented to receiving information or documents by electronic means;

(d) for each person named in the register, the date on which that person became a debt obligation holder and, if applicable, the date on which that person ceased to be a debt obligation holder; and

(e) the principal amount of each of the outstanding debt obligations of each debt obligation holder.

4. For the purpose of subsection 21(4) of the Act, the prescribed period is six years after the end of the financial year to which the accounting records relate.

5. For the purposes of subsections 22(4), 24(2) and 107(1) of the Act, the prescribed information that has to be set out in the list of debt obligation holders is the following information drawn from the debt obligations register:

(a) the names, in alphabetical order, and addresses of the registered debt obligation holders;

(b) the principal amount of outstanding debt obligations for each debt obligation holder; and

(c) the aggregate principal amount of the outstanding debt obligations.

c) une adresse électronique, si le membre a consenti à recevoir de l'information ou des documents par un moyen de communication électronique;

d) pour chaque personne nommée dans le registre, la date à laquelle elle est devenue membre et, le cas échéant, la date à laquelle elle a cessé de l'être;

e) pour chaque membre, la catégorie ou le groupe auquel il appartient, s'il y a lieu.

3. Pour l'application du paragraphe 44(1) de la Loi, les renseignements sont les suivants :

a) le nom des détenteurs de titres de créance nominatifs;

b) l'adresse résidentielle ou d'affaires des détenteurs;

c) une adresse électronique, si le détenteur a consenti à recevoir de l'information ou des documents par un moyen de communication électronique;

d) pour chaque personne nommée dans le registre, la date à laquelle elle est devenue détenteur et, le cas échéant, la date à laquelle elle a cessé de l'être;

e) le montant en principal de chacun des titres de créance nominatifs en circulation des détenteurs.

4. Pour l'application du paragraphe 21(4) de la Loi, la période est de six ans après la fin de l'exercice auquel les livres comptables se rapportent.

5. Pour l'application des paragraphes 22(4), 24(2) et 107(1) de la Loi, les renseignements qui doivent être énoncés dans la liste des détenteurs de titres de créance sont les suivants, extraits du registre des titres de créance :

a) les noms, en ordre alphabétique, et les adresses des détenteurs inscrits;

b) le montant en principal des titres en circulation de chaque détenteur;

c) le montant total en principal de ces titres.

6. For the purposes of subsections 23(2) and 24(2) of the Act, the prescribed information that has to be set out in the list of members is the following information drawn from the register of members:

- (a) the names, in alphabetical order, and addresses of the members; and
- (b) each member's class or group, if any.

7. For the purposes of subsections 22(2) and 23(1) of the Act, the prescribed period is within 10 days after receipt of the statutory declaration, not including a period beginning on the day on which an application is made to the Director under section 25 of the Act and ending on the day on which the Director renders a decision with respect to the application.

8. (1) For the purposes of subsections 22(4), 23(2), 24(2) and 107(1) of the Act, the prescribed period for furnishing the list of debt obligation holders or the list of members is within 10 days after receipt of the statutory declaration or receipt of the Director's request, as the case may be, not including a period beginning on the day on which an application is made to the Director under section 25 of the Act and ending on the day on which the Director renders a decision with respect to the application.

(2) For the purposes of subsections 22(4), 23(2), 24(2) and 107(1) of the Act, the day for the lists to be up to date is not more than 10 days before the receipt of the statutory declaration or request.

ELECTRONIC DOCUMENTS

9. For the purposes of section 265 of the Act, prescribed information is the information referred to in subsection 162(1) of the Act.

10. (1) For the purpose of paragraph 266(2)(a) of the Act, the consent shall be in writing.

(2) For the purpose of paragraph 266(2)(b) of the Act, information, other than information that is required under the Act to be sent to a specific place, may be sent as

6. Pour l'application des paragraphes 23(2) et 24(2) de la Loi, les renseignements qui doivent être énoncés dans la liste des membres sont les suivants, extraits du registre des membres :

- a) les noms, en ordre alphabétique, et les adresses des membres;
- b) la catégorie ou le groupe auquel chaque membre appartient, s'il y a lieu.

7. Pour l'application des paragraphes 22(2) et 23(1) de la Loi, la période est de dix jours après la réception de la déclaration solennelle, exclusion faite de la période commençant le jour où une demande est présentée au directeur en vertu de l'article 25 de la Loi et se terminant le jour où le directeur rend sa décision à l'égard de la demande.

8. (1) Pour l'application des paragraphes 22(4), 23(2), 24(2) et 107(1) de la Loi, le délai pour la remise de la liste des détenteurs de titres de créance et de celle des membres est de dix jours après la réception de la déclaration solennelle ou de la demande du directeur, selon le cas, exclusion faite de la période commençant le jour où une demande est présentée au directeur en vertu de l'article 25 de la Loi et se terminant le jour où le directeur rend sa décision à l'égard de la demande.

(2) Pour l'application des paragraphes 22(4), 23(2), 24(2) et 107(1) de la Loi, la mise à jour des listes date d'au plus dix jours avant la date de réception de la déclaration solennelle ou de la demande.

DOCUMENTS ÉLECTRONIQUES

9. Pour l'application de l'article 265 de la Loi, l'information est celle visée au paragraphe 162(1) de la Loi.

10. (1) Pour l'application de l'alinéa 266(2)a) de la Loi, le consentement du destinataire doit être donné par écrit.

(2) Pour l'application de l'alinéa 266(2)b) de la Loi, une information, autre que celle devant être transmise en vertu de la Loi à un lieu précis, peut être transmise sous

an electronic document to a place other than to an information system designated by the addressee under paragraph 266(2)(a) of the Act by posting it on or making it available through a generally accessible electronic source, such as a website, and by providing the addressee with notice in writing of the availability and location of that electronic document.

11. For the purpose of subsection 266(3) of the Act, an addressee may revoke the consent in writing.

12. For the purposes of paragraphs 267(b) and 268(2)(b) of the Act, when several addressees are provided with information, that information shall be provided concurrently, regardless of the manner of provision.

13. An electronic document is considered to have been provided when it leaves an information system within the control of the originator or another person who provided the document on the originator's behalf.

14. An electronic document is considered to have been received

(a) if the document is provided to the information system designated by the addressee, when it enters that information system; or

(b) if the document is posted on or made available through a generally accessible electronic source, when the notice referred to in subsection 10(2) is received by the addressee or, if sent electronically, when the notice enters the information system designated by the addressee.

DISPENSATION REQUIREMENT

15. For the purpose of paragraph 285(b) of the Act, the prescribed requirement is that the dispensation does not prejudice any of the members or the public interest.

PART 2

TIME PERIODS AND PRESCRIBED AMOUNTS

DEFINITION OF "SOLICITING CORPORATION"

16. For the purpose of subsection 2(5.1) of the Act,

forme de document électronique ailleurs qu'au système d'information désigné par le destinataire en application de l'alinéa 266(2)a) de la Loi, en la diffusant ou en l'offrant par l'entremise d'une source électronique généralement accessible, notamment un site Web, et en avisant le destinataire par écrit de la disponibilité et des coordonnées du document électronique.

11. Pour l'application du paragraphe 266(3) de la Loi, la révocation du consentement doit être faite par écrit.

12. Pour l'application des alinéas 267b) et 268(2)b) de la Loi, l'information devant être fournie à plusieurs destinataires doit l'être simultanément, quel que soit le mode de transmission.

13. Un document électronique est présumé transmis au moment où il quitte le système d'information sous le contrôle de l'expéditeur ou de la personne ayant fourni le document en son nom.

14. Un document électronique est présumé reçu, selon le cas :

a) s'il est transmis au système d'information désigné par le destinataire, au moment où il est saisi par ce système;

b) s'il est diffusé ou offert par l'entremise d'une source électronique généralement accessible, sur réception par le destinataire de l'avis prévu au paragraphe 10(2) ou, si l'avis est transmis par voie électronique, au moment où il est saisi par le système d'information désigné par le destinataire.

CONDITION DE DISPENSE

15. Pour l'application de l'article 285 de la Loi, la condition est que la dispense ne porte pas atteinte aux membres ni à l'intérêt public.

PARTIE 2

MODALITÉS DE TEMPS ET MONTANTS

ORGANISATION AYANT RECOURS À LA SOLLICITATION

16. Pour l'application du paragraphe 2(5.1) de la Loi :

- (a) the prescribed duration is from the date prescribed in paragraph (b) to the third annual meeting of members following that date;
- (b) the prescribed date is the date of the first annual meeting of members following the last financial year end;
- (c) the prescribed period is the duration of the last financial year; and
- (d) the prescribed amount is \$10,000.

DEBT OBLIGATION CERTIFICATES AND TRANSFERS

17. For the purpose of subsection 44(5) of the Act, the prescribed period is six years after the day on which the certificate was cancelled.

18. (1) For the purpose of paragraph 61(2)(a) of the Act, the prescribed period is two years.

(2) For the purpose of paragraph 61(2)(b) of the Act, the prescribed period is one year.

19. (1) For the purpose of paragraph 72(2)(a) of the Act, the prescribed period is one year.

(2) For the purpose of paragraph 72(2)(b) of the Act, the prescribed period is six months.

20. For the purpose of paragraph 95(4)(a) of the Act, the prescribed period is one year.

21. For the purpose of subsection 97(2) of the Act, the prescribed period is 30 days.

22. For the purpose of section 99 of the Act, the prescribed period is one year after the day on which the notice was received.

TRUST INDENTURES

23. For the purpose of subsection 105(2) of the Act, the prescribed period is 90 days.

24. For the purpose of subsection 111(2) of the Act, the prescribed period is one year.

25. For the purpose of section 112 of the Act, the prescribed period is 30 days after the day on which the trustee becomes aware of the event of default.

a) la durée s'étend de la date prévue à l'alinéa b) jusqu'à la troisième assemblée annuelle des membres suivant cette date;

b) la date est celle de la première assemblée annuelle des membres suivant la fin du dernier exercice;

c) la période correspond à la durée du dernier exercice;

d) le montant est de 10 000 \$.

CERTIFICAT DE TITRES DE CRÉANCE ET TRANSFERTS

17. Pour l'application du paragraphe 44(5) de la Loi, la période est de six ans après la date de l'annulation des certificats.

18. (1) Pour l'application de l'alinéa 61(2)a) de la Loi, la période est de deux ans.

(2) Pour l'application de l'alinéa 61(2)b) de la Loi, la période est d'un an.

19. (1) Pour l'application de l'alinéa 72(2)a) de la Loi, la période est d'un an.

(2) Pour l'application de l'alinéa 72(2)b) de la Loi, la période est de six mois.

20. Pour l'application de l'alinéa 95(4)a) de la Loi, la période est d'un an.

21. Pour l'application du paragraphe 97(2) de la Loi, la période est de trente jours.

22. Pour l'application de l'article 99 de la Loi, la période est d'un an après la date de la réception de l'avis.

ACTES DE FIDUCIE

23. Pour l'application du paragraphe 105(2) de la Loi, le délai est de quatre-vingt-dix jours.

24. Pour l'application du paragraphe 111(2) de la Loi, la période est d'un an.

25. Pour l'application de l'article 112 de la Loi, le délai est de trente jours après la date où le fiduciaire apprend l'existence d'un cas de défaut.

RECEIVERS, RECEIVER-MANAGERS AND SEQUESTRATORS

26. For the purpose of paragraph 123(f) of the Act, the prescribed period is six months.

DIRECTORS AND OFFICERS

27. For the purpose of subsection 127(3) of the Act, the prescribed period is five or more days before the day on which the meeting is to be held.

28. (1) For the purpose of subsection 128(3) of the Act, the prescribed period is four years.

(2) For the purpose of subparagraph 128(9)(b)(i) of the Act, the prescribed period is 10 days after the day on which the election or appointment took place.

29. (1) For the purpose of subsection 134(1) of the Act, in the case of a change in directors, the prescribed period is 15 days after the day on which a change is made and, in the case of a change of address, 15 days after the corporation receives a notice from a director under subsection 134(2) of the Act.

(2) For the purpose of subsection 134(2) of the Act, the prescribed period is 15 days after the day on which the change is made.

30. For the purpose of subsection 147(3) of the Act, the prescribed period is seven days.

LIQUIDATION AND DISSOLUTION

31. For the purposes of subsections 218(1) and (2) of the Act, the prescribed period is three years.

32. (1) For the purpose of subparagraph 222(1)(a)(i) of the Act, the prescribed period is three years.

(2) For the purpose of subparagraph 222(1)(a)(ii) of the Act, the prescribed period is three consecutive years.

(3) For the purpose of subparagraph 222(1)(a)(iii) of the Act, the prescribed period is one year.

(4) For the purpose of subsection 222(3) of the Act, the prescribed period is 120 days after the day on which notice is given by the Director under paragraph 222(2)(a) of the Act.

SÉQUESTRES ET SÉQUESTRES-GÉRANTS

26. Pour l'application de l'alinéa 123f) de la Loi, la période est de six mois.

ADMINISTRATEURS ET DIRIGEANTS

27. Pour l'application du paragraphe 127(3) de la Loi, l'avis doit être donné au moins cinq jours avant la date de la tenue de la réunion.

28. (1) Pour l'application du paragraphe 128(3) de la Loi, la période est de quatre ans.

(2) Pour l'application de l'alinéa 128(9)b) de la Loi, le délai est de dix jours après la date de l'élection ou de la nomination.

29. (1) Pour l'application du paragraphe 134(1) de la Loi, le délai est, dans le cas d'un changement de la composition du conseil d'administration, de quinze jours après la date du changement et, dans le cas d'un changement d'adresse, de quinze jours après la réception par l'organisation de l'avis de l'administrateur visé au paragraphe 134(2) de la Loi.

(2) Pour l'application du paragraphe 134(2) de la Loi, le délai est de quinze jours après la date du changement.

30. Pour l'application du paragraphe 147(3) de la Loi, le délai est de sept jours.

LIQUIDATION ET DISSOLUTION

31. Pour l'application des paragraphes 218(1) et (2) de la Loi, la période est de trois ans.

32. (1) Pour l'application du sous-alinéa 222(1)a)(i) de la Loi, le délai est de trois ans.

(2) Pour l'application du sous-alinéa 222(1)a)(ii) de la Loi, la période est de trois années consécutives.

(3) Pour l'application du sous-alinéa 222(1)a)(iii) de la Loi, la période est d'un an.

(4) Pour l'application du paragraphe 222(3) de la Loi, la période est de cent vingt jours après que le préavis prévu au paragraphe 222(2) de la Loi a été donné.

33. For the purpose of paragraph 223(1)(a) of the Act, the prescribed period is two or more consecutive years.

34. (1) For the purpose of subsection 226(2) of the Act, the prescribed period is 30 days.

(2) For the purpose of paragraph 226(4)(a) of the Act, the prescribed minimum frequency is once a week.

35. (1) For the purpose of paragraph 231(b) of the Act, the notice of the appointment shall be published in a newspaper once a week for two consecutive weeks.

(2) For the purpose of subparagraph 231(b)(iii) of the Act, the prescribed period is 60 days after the day on which the notice of the appointment was first provided by the liquidator.

(3) For the purpose of paragraph 231(h) of the Act, the prescribed period is one year.

36. For the purpose of subsection 233(2) of the Act, the prescribed period is one year.

37. For the purpose of paragraph 235(1)(c) of the Act, the prescribed period is 60 months before the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation and the prescribed amount is \$10,000 in any financial year ending in that prescribed period.

38. For the purpose of section 238 of the Act, the prescribed period is six years.

REMEDIES, OFFENCES AND PUNISHMENT

39. For the purpose of paragraph 251(2)(a) of the Act, the prescribed period is 14 or more days.

40. For the purpose of subsection 257(1) of the Act, the prescribed period is the later of 30 days after the day on which the articles or other document is received and 20 days after the day on which any related approval required under any other Act is received.

33. Pour l'application de l'alinéa 223(1)a) de la Loi, la période est de deux années consécutives ou plus.

34. (1) Pour l'application du paragraphe 226(2) de la Loi, le délai est de trente jours.

(2) Pour l'application de l'alinéa 226(4)a) de la Loi, la fréquence minimale est d'une fois par semaine.

35. (1) Pour l'application de l'alinéa 231b) de la Loi, l'avis de nomination doit être publié dans un journal une fois par semaine pendant deux semaines consécutives.

(2) Pour l'application du sous-alinéa 231b)(iii) de la Loi, le délai est de soixante jours après la date où l'avis de nomination a été donné par le liquidateur pour la première fois.

(3) Pour l'application de l'alinéa 231h) de la Loi, la période est d'un an.

36. Pour l'application du paragraphe 233(2) de la Loi, le délai est d'un an.

37. Pour l'application de l'alinéa 235(1)c) de la Loi, la période est de soixante mois précédant la répartition du reliquat des biens de l'organisation après le règlement de ses dettes et le montant est de 10 000 \$ pour tout exercice se terminant au cours de la période.

38. Pour l'application de l'article 238 de la Loi, la période est de six ans.

RECOURS, INFRACTIONS ET PEINES

39. Pour l'application de l'alinéa 251(2)a) de la Loi, l'avis doit être présenté au moins quatorze jours avant la présentation de la demande.

40. Pour l'application du paragraphe 257(1) de la Loi, le délai est de trente jours après la date de la réception des statuts ou autres documents ou de vingt jours après la date de la réception de toute approbation connexe requise par une autre loi, selon la dernière de ces éventualités à survenir.

GENERAL

41. For the purpose of subsection 283(3) of the Act, the prescribed period is six years after the day on which the Director receives the document.

PART 3

CORPORATE NAMES

INTERPRETATION

42. (1) The following definitions apply in this Part.

“corporate name” means the name of a corporation.
(*Version anglaise seulement*)

“distinctive”, in relation to a trade-name, considered as a whole and by its separate elements, means a trade-name that distinguishes the activities in association with which it is used or intended to be used by its owner from any other activities or that is adapted to so distinguish them.
(*distinctive*)

“official mark” means an official mark referred to in subparagraph 9(1)(n)(iii) of the *Trade-marks Act*.
(*marque officielle*)

“trade-mark” means a trade-mark as defined in section 2 of the *Trade-marks Act*. (*marque de commerce*)

“trade-name” means a name that has been reserved by the Director under subsection 12(1) of the Act, or the name under which activities are carried on, or intended to be carried on, whether it is a corporate name or the name of a body corporate, trust, partnership, sole proprietorship or individual. (*dénomination commerciale*)

“use” means the actual use by a person that carries on activities in Canada or elsewhere. (*emploi*)

(2) For greater certainty, this Part applies to the corporate name of an amalgamated corporation.

DISPOSITION GÉNÉRALE

41. Pour l’application du paragraphe 283(3) de la Loi, la période est de six ans après la date de la réception, par le directeur, du document en question.

PARTIE 3

DÉNOMINATIONS

DÉFINITIONS

42. (1) Les définitions qui suivent s’appliquent à la présente partie.

«dénomination commerciale» Dénomination sous laquelle des activités sont exercées ou destinées à l’être, qu’il s’agisse d’une dénomination d’organisation, de la dénomination d’une personne morale, d’une fiducie, d’une société de personnes ou d’une entreprise à propriétaire unique ou du nom d’un particulier, ou dénomination réservée par le directeur en vertu du paragraphe 12(1) de la Loi. (*trade-name*)

«distinctive» À l’égard d’une dénomination commerciale, qualifie celle qui, dans son ensemble ainsi qu’à l’égard de ses divers éléments, permet de distinguer les activités pour lesquelles son propriétaire l’emploie ou compte l’employer de toute autre activité ou qui est adaptée de façon à les distinguer les unes des autres.
(*distinctive*)

«emploi» Utilisation réelle par une personne qui exerce des activités au Canada ou ailleurs. (*use*)

«marque de commerce» S’entend au sens de l’article 2 de la *Loi sur les marques de commerce*. (*trade-mark*)

«marque officielle» Marque officielle visée au sous-alinéa 9(1)n)(iii) de la *Loi sur les marques de commerce*. (*official mark*)

(2) Il est entendu que la présente partie s’applique à la dénomination de l’organisation issue de la fusion de deux ou plusieurs organisations.

CONFUSING NAMES

43. A corporate name is confusing with

(a) a trade-mark or an official mark if it is the same as that trade-mark or official mark or if the use of both the corporate name and either the trade-mark or the official mark, as the case may be, is likely to lead to the inference that the activities carried on or intended to be carried on under the corporate name and the activities connected with the trade-mark or the official mark, as the case may be, are the activities of one organization, whether or not the nature of those activities is generally the same; or

(b) a trade-name if it is the same as that trade-name or if the use of both names is likely to lead to the inference that the activities carried on or intended to be carried on under the corporate name and the activities carried on under the trade-name are the activities of one organization, whether or not the nature of those activities is generally the same.

44. For the purpose of subsection 13(1) of the Act, a corporate name is prohibited if its use causes confusion with a trade-mark, official mark or trade-name, having regard to the circumstances, including

(a) the inherent distinctiveness of the whole or any element of the trade-mark, official mark or trade-name and the extent to which it has become known;

(b) the length of time the trade-mark, official mark or trade-name has been in use;

(c) the nature of the goods, services or activities with which the trade-mark, official mark or trade-name is associated;

(d) the nature of the trade with which the trade-mark, official mark or trade-name is associated;

(e) the degree of resemblance between the proposed corporate name and the trade-mark, official mark or trade-name in appearance or sound or in the ideas suggested by them; and

DÉNOMINATIONS QUI PRÊTENT À CONFUSION

43. Une dénomination d'organisation prête à confusion avec :

a) une marque de commerce ou une marque officielle, si elle lui est identique ou si son emploi avec l'une de ces marques est susceptible de faire conclure que les activités exercées ou destinées à être exercées sous la dénomination d'organisation et les activités liées à l'une de ces marques sont le fait d'un seul organisme, que la nature des activités de chacune soit généralement la même ou non;

b) une dénomination commerciale, si elle lui est identique ou si l'emploi des deux est susceptible de faire conclure que les activités exercées ou destinées à être exercées sous la dénomination d'organisation et les activités exercées sous la dénomination commerciale sont le fait d'un seul organisme, que la nature des activités de chacune soit généralement la même ou non.

44. Pour l'application du paragraphe 13(1) de la Loi, une dénomination d'organisation est prohibée si, compte tenu des circonstances, notamment celles ci-après, son emploi prête à confusion avec une marque de commerce, une marque officielle ou une dénomination commerciale :

a) le caractère distinctif inhérent à tout ou partie des éléments de la marque de commerce, de la marque officielle ou de la dénomination commerciale et la mesure dans laquelle la marque ou la dénomination est connue;

b) la durée d'emploi de la marque de commerce, de la marque officielle ou de la dénomination commerciale;

c) la nature des biens, services ou activités associés à la marque de commerce, à la marque officielle ou à la dénomination commerciale;

d) la nature du commerce associé à la marque de commerce, à la marque officielle ou à la dénomination commerciale;

(f) the geographical area in Canada in which the trade-name or proposed corporate name is likely to be used.

45. Despite section 44, a corporate name that is confusing with the name of a body corporate that has not carried on activities in the two years immediately before the day on which the Director receives the documents referred to in section 9 or 201 or subsection 208(4), 211(5), 215(5), 216(6) or 219(3) of the Act or a request to reserve a name under subsection 12(1) of the Act is not prohibited for that reason alone if

- (a) the body corporate has been dissolved; or
- (b) in the case of a body corporate that has not been dissolved, it consents in writing to the use of the name and undertakes in writing to dissolve immediately or to change its name before the corporation that proposes to use the name begins using it.

46. Despite section 44, if a word in a corporate name is confusing with the distinctive element of a trade-mark, official mark or trade-name, the corporate name is not prohibited for that reason alone if the person who owns the trade-mark, official mark or trade-name consents in writing to the use of the corporate name.

47. (1) Despite section 44, a corporate name that is confusing with the name of a body corporate is not prohibited for that reason alone if

- (a) the corporate name is the name of an existing or a proposed corporation that is the successor to the activities of the body corporate and the body corporate has ceased or will, in the immediate future, cease to carry

e) le degré de ressemblance visuelle ou phonétique entre la dénomination d'organisation proposée et la marque de commerce, la marque officielle ou la dénomination commerciale, ou le degré de ressemblance des idées qu'elles suggèrent;

f) la région géographique du Canada dans laquelle la dénomination d'organisation proposée ou la dénomination commerciale est susceptible d'être employée.

45. Malgré l'article 44, une dénomination d'organisation n'est pas prohibée du seul fait qu'elle prête à confusion avec la dénomination d'une personne morale qui n'a pas exercé ses activités dans les deux années précédant la date à laquelle le directeur a reçu les documents visés aux articles 9 ou 201 ou aux paragraphes 208(4), 211(5), 215(5), 216(6) ou 219(3) de la Loi ou la demande de réservation de dénomination prévue au paragraphe 12(1) de la Loi, si l'une des conditions ci-après est remplie :

- a) la personne morale est dissoute;
- b) la personne morale n'est pas dissoute, mais elle consent par écrit à l'emploi de la dénomination et s'engage par écrit à procéder immédiatement à sa dissolution ou à changer sa dénomination avant que l'organisation qui projette de l'employer ne commence à le faire.

46. Malgré l'article 44, une dénomination d'organisation n'est pas prohibée du seul fait qu'elle renferme un mot qui prête à confusion avec l'élément distinctif d'une marque de commerce, d'une marque officielle ou d'une dénomination commerciale, si le propriétaire de la marque de commerce, de la marque officielle ou de la dénomination commerciale consent par écrit à l'emploi de la dénomination.

47. (1) Malgré l'article 44, une dénomination d'organisation n'est pas prohibée du seul fait qu'elle prête à confusion avec la dénomination d'une personne morale si les conditions ci-après sont réunies :

- a) la dénomination d'organisation est celle d'une organisation existante ou projetée qui est le successeur de la personne morale en ce qui concerne ses activités

on activities under that corporate name and undertakes in writing to dissolve or to change its corporate name before the successor corporation begins carrying on activities under that corporate name; and

(b) the corporate name of the existing or proposed corporation sets out in numerals the year of incorporation, or the year of the most recent amendment to the corporate name, in parentheses.

(2) If a corporate name is changed so that the reference to the year of incorporation or the year of the most recent amendment to the corporate name is deleted at least two years after it is introduced, it is not prohibited for that reason alone.

48. Despite section 44, if the corporate name of an amalgamated corporation is the same as the name of one of the amalgamating corporations, it is not prohibited for that reason alone.

49. (1) Despite section 44, the corporate name of an existing corporation that is the same as the name of an affiliated body corporate from which the existing corporation has acquired or will, in the immediate future, acquire all or substantially all of the property of the body corporate is not prohibited for that reason alone if the body corporate undertakes in writing to dissolve, or to change its name, before the corporation begins using the corporate name.

(2) Despite section 44, if the corporate name of a proposed corporation is the same as the name of a body corporate that is to be an affiliate of the proposed corporation from which the proposed corporation will, in the immediate future, acquire all or substantially all of the property of the body corporate, the corporate name is not prohibited for that reason alone if the body corporate undertakes in writing to dissolve, or to change its name, before the proposed corporation begins using the corporate name.

50. For the purpose of subsection 13(1) of the Act, a corporate name is prohibited if it is confusing with a cor-

et celle-ci a cessé ou est sur le point de cesser d'exercer ses activités sous cette dénomination et s'engage par écrit à procéder à sa dissolution ou à changer sa dénomination avant que son successeur ne commence à exercer ces activités sous cette dénomination;

b) la dénomination de l'organisation existante ou projetée précise entre parenthèses, à l'aide de chiffres, l'année de la constitution de l'organisation ou celle de la plus récente modification de la dénomination.

(2) Une dénomination d'organisation n'est pas prohibée du seul fait que la mention de l'année de la constitution de l'organisation ou celle de la plus récente modification de la dénomination y est supprimée, si cette suppression est faite après au moins deux ans d'emploi de la dénomination.

48. Malgré l'article 44, une dénomination d'organisation n'est pas prohibée du seul fait qu'elle est identique à celle de l'une des organisations fusionnantes.

49. (1) Malgré l'article 44, dans le cas de l'acquisition effective ou imminente par une organisation existante de la totalité ou de la quasi-totalité des biens d'une personne morale de son groupe, une dénomination d'organisation n'est pas prohibée du seul fait qu'elle est identique à celle de la personne morale si celle-ci s'engage par écrit, au préalable, à procéder à sa dissolution ou à changer sa dénomination avant que l'organisation ne commence à employer la dénomination.

(2) Malgré l'article 44, dans le cas de l'acquisition imminente par une organisation projetée de la totalité ou de la quasi-totalité des biens d'une personne morale qui deviendra membre de son groupe, une dénomination d'organisation n'est pas prohibée du seul fait qu'elle est identique à celle de la personne morale si celle-ci s'engage par écrit, au préalable, à procéder à sa dissolution ou à changer sa dénomination avant que l'organisation ne commence à employer la dénomination.

50. Pour l'application du paragraphe 13(1) de la Loi, est prohibée la dénomination d'organisation qui prête à

porate name that is reserved by the Director for another person, unless written consent has been obtained from the person for whom the corporate name was reserved.

GENERAL PROHIBITIONS

51. For the purpose of subsection 13(1) of the Act, a corporate name is prohibited if the name contains any of the following elements:

- (a) “cooperative”, “coopérative”, “co-op” or “pool” when it connotes a cooperative venture;
- (b) “Parliament Hill” or “Colline du Parlement”;
- (c) “Royal Canadian Mounted Police”, “Gendarmerie royale du Canada”, “RCMP” or “GRC”; and
- (d) “United Nations”, “Nations Unies”, “UN” or “ONU” when it connotes a relationship to the United Nations.

52. For the purpose of subsection 13(1) of the Act, a corporate name is prohibited when it connotes that the corporation

- (a) carries on its activities under royal, vice-regal or governmental patronage, approval or authority, unless Her Majesty or a person, society, authority or organization referred to in paragraph 9(2)(a) of the *Trade-marks Act* consents in writing to the use of the name;
- (b) is sponsored or controlled by or is connected with the Government of Canada, the government of a province, the government of a country other than Canada or a political subdivision or agency of any such government, unless the appropriate government, political subdivision or agency consents in writing to the use of the name;
- (c) is sponsored or controlled by or is connected with a university or an association of accountants, architects, engineers, lawyers, physicians or surgeons or another professional association recognized by the laws of Canada or a province, unless the appropriate university or professional association consents in writing to the use of the name;

confusion avec une dénomination d’organisation réservée par le directeur pour une autre personne, sauf si la personne pour qui la réservation a été faite a donné son consentement par écrit.

PROHIBITIONS GÉNÉRALES

51. Pour l’application du paragraphe 13(1) de la Loi, une dénomination d’organisation est prohibée si elle comprend l’un ou l’autre des éléments suivants :

- a) « coopérative », « cooperative », « pool » ou « co-op », si le mot évoque une entreprise coopérative;
- b) « Colline du Parlement » ou « Parliament Hill »;
- c) « Gendarmerie royale du Canada », « Royal Canadian Mounted Police », « GRC » ou « RCMP »;
- d) « Nations Unies », « United Nations », « ONU » ou « UN », si le mot évoque un lien avec les Nations Unies.

52. Pour l’application du paragraphe 13(1) de la Loi, une dénomination d’organisation est prohibée si elle porte à croire que l’organisation se trouve dans l’une ou l’autre des situations suivantes :

- a) elle exerce des activités avec la protection, l’approbation ou l’appui royal, vice-royal ou gouvernemental, à moins que, selon le cas, Sa Majesté ou telle autre personne, société, autorité ou organisation visées à l’alinéa 9(2)a) de la *Loi sur les marques de commerce* ne consente par écrit à l’emploi de la dénomination;
- b) elle est parrainée ou contrôlée par le gouvernement du Canada ou d’une province, le gouvernement d’un pays étranger ou par une subdivision politique ou un organisme d’un tel gouvernement, ou y est affiliée, à moins que le gouvernement, la subdivision politique ou l’organisme compétent ne consente par écrit à l’emploi de cette dénomination;
- c) elle est parrainée ou contrôlée par une université ou une association de comptables, d’architectes, d’ingénieurs, d’avocats, de médecins, de chirurgiens ou toute autre association professionnelle reconnue par les lois du Canada ou d’une province, ou y est affiliée,

(d) carries on the business of a bank, loan company, insurance company, trust company or another financial intermediary that is regulated by the laws of Canada, unless the Superintendent of Financial Institutions consents in writing to the use of the name; or

(e) carries on the business of a stock exchange that is regulated by the laws of a province, unless the relevant provincial securities regulator consents in writing to the use of the name.

53. For the purpose of subsection 13(1) of the Act, a corporate name is prohibited if it contains a word or phrase, or connotes an activity, that is obscene.

54. For the purpose of subsection 13(1) of the Act, a corporate name is prohibited if an element of the name is the family name of an individual, whether or not preceded by their given name or initials, unless the individual or their heir or personal representative consents in writing to the use of their name and the individual has or had a personal or other connection to the corporation.

55. For greater certainty, a corporate name is not prohibited only because it contains alphabetic or numeric characters, initials, punctuation marks or any combination of those elements.

NON-DISTINCTIVE NAMES

56. (1) For the purpose of subsection 13(1) of the Act, a corporate name is prohibited if it

(a) is only descriptive, in any language, of the activities of the corporation, of the goods and services in which the corporation deals or intends to deal, or of

à moins que l'université ou l'association professionnelle en cause ne consente par écrit à l'emploi de cette dénomination;

d) elle exerce les activités commerciales d'une banque, d'une société de prêt, d'une société d'assurances, d'une société de fiducie ou d'un autre intermédiaire financier réglementé par les lois du Canada, à moins que le surintendant des institutions financières ne consente par écrit à l'emploi de cette dénomination;

e) elle exerce les activités d'une bourse réglementée par des lois provinciales, à moins que l'organisme de réglementation des valeurs mobilières provincial en cause ne consente par écrit à l'emploi de cette dénomination.

53. Pour l'application du paragraphe 13(1) de la Loi, une dénomination d'organisation est prohibée si elle contient un mot ou une expression qui est obscène ou qui évoque une activité obscène.

54. Pour l'application du paragraphe 13(1) de la Loi, une dénomination d'organisation est prohibée si un de ses éléments est le nom d'un particulier, qu'il soit ou non précédé de son prénom ou de ses initiales, à moins que le particulier, son héritier ou son représentant personnel ne consente par écrit à l'emploi de son nom et que le particulier ait ou ait eu un lien personnel ou autre avec l'organisation.

55. Il est entendu qu'une dénomination d'organisation n'est pas prohibée du seul fait qu'elle contient des caractères alphabétiques ou numériques, des initiales, des signes de ponctuation ou toute combinaison de ceux-ci.

DÉNOMINATIONS NON DISTINCTIVES

56. (1) Pour l'application du paragraphe 13(1) de la Loi, est prohibée la dénomination d'organisation qui :

a) soit ne fait que décrire, en n'importe quelle langue, les activités de l'organisation, les biens ou les services que l'organisation offre ou compte offrir ou la qualité,

the quality, function or other characteristic of those goods and services;

(b) is primarily or only the name or family name, used alone, of an individual who is living or has died within 30 years before the day on which the Director receives any of the documents referred to in section 9 or 201 or subsection 208(4), 211(5), 215(5), 216(6) or 219(3) of the Act or a request to reserve a name under subsection 12(1) of the Act; or

(c) is primarily or only a geographic name that is used alone.

(2) Subsection (1) does not apply if a person proposing to use the corporate name establishes that it has been used in Canada or elsewhere by them or by their predecessors so as to have become distinctive in Canada on the day referred to in paragraph (1)(b).

DECEPTIVELY MISDESCRIPTIVE NAMES

57. For the purpose of subsection 13(1) of the Act, a corporate name is prohibited if it is likely to mislead the public, in any language, with respect to any of the following:

(a) the activities, goods or services in association with which it is proposed to be used;

(b) the conditions under which the goods or services will be produced or supplied or the persons to be employed in the production or supply of the goods or services; and

(c) the place of origin of the goods or services.

GENERAL

58. (1) For the purpose of subsection 12(1) of the Act, the prescribed period for a reserved name is 90 days.

(2) For the purpose of subsection 12(2) of the Act, the prescribed term is one of the following: “Association”, “Center”, “Centre”, “Fondation”, “Foundation”, “Institut”, “Institute” or “Society”.

la fonction ou une autre caractéristique de ces biens et services;

b) soit se compose principalement ou uniquement du nom — ou du nom de famille utilisé seul — d’un particulier vivant ou décédé au cours des trente années précédant la date à laquelle le directeur a reçu les documents visés aux articles 9 ou 201 ou aux paragraphes 208(4), 211(5), 215(5), 216(6) ou 219(3) de la Loi ou la demande de réservation de dénomination prévue au paragraphe 12(1) de la Loi;

c) soit se compose principalement ou uniquement d’un nom géographique utilisé seul.

(2) Le paragraphe (1) ne s’applique pas si la personne qui projette d’employer la dénomination établit que celle-ci a été employée au Canada ou ailleurs par elle ou ses prédécesseurs au point d’être distinctive au Canada, et qu’elle continue de l’être à la date visée à l’alinéa (1)b).

DÉNOMINATIONS TROMPEUSES

57. Pour l’application du paragraphe 13(1) de la Loi, est prohibée la dénomination d’organisation qui, en n’importe quelle langue, pourrait induire en erreur le public en ce qui touche :

a) soit les activités, les biens ou les services à l’égard desquels son emploi est projeté;

b) soit les conditions dans lesquelles les biens ou les services seront produits ou fournis ou les personnes qui doivent être employées pour la production ou la fourniture de ces biens ou services;

c) soit le lieu d’origine de ces biens ou services.

DISPOSITIONS GÉNÉRALES

58. (1) Pour l’application du paragraphe 12(1) de la Loi, la période est de quatre-vingt-dix jours.

(2) Pour l’application du paragraphe 12(2) de la Loi, les termes sont les suivants : « Association », « Center », « Centre », « Foundation », « Fondation », « Institut », « Institute » et « Society ».

59. For the purposes of subsections 13(5) and 296(8) of the Act, the prescribed period is 60 days.

59. Pour l'application des paragraphes 13(5) et 296(8) de la Loi, le délai est de soixante jours.

PART 4

PARTIE 4

BY-LAWS AND MEETINGS OF MEMBERS

RÈGLEMENTS ADMINISTRATIFS ET ASSEMBLÉES

BY-LAWS

RÈGLEMENTS ADMINISTRATIFS

60. For the purpose of section 153 of the Act, the prescribed period is 12 months after the day on which the members confirm or amend the by-law, amendment or repeal.

60. Pour l'application de l'article 153 de la Loi, le délai est de douze mois après la date à laquelle les membres ont confirmé ou modifié la mesure en cause.

TIME PERIOD FOR ANNUAL MEETING OF MEMBERS

DÉLAIS POUR LES ASSEMBLÉES ANNUELLES

61. (1) For the purpose of paragraph 160(1)(a) of the Act, the prescribed period is 18 months.

61. (1) Pour l'application de l'alinéa 160(1)a) de la Loi, le délai est de dix-huit mois.

(2) For the purpose of paragraph 160(1)(b) of the Act, the prescribed period is not later than 15 months after the last preceding annual meeting but not later than six months after the end of the corporation's preceding financial year.

(2) Pour l'application de l'alinéa 160(1)b) de la Loi, le délai est de quinze mois et la période est de six mois.

RECORD DATE

DATE DE RÉFÉRENCE

62. (1) For the purposes of paragraphs 161(1)(a) and (b) of the Act, the prescribed period is 21 to 60 days before the day on which the meeting is to be held.

62. (1) Pour l'application des alinéas 161(1)a) et b) de la Loi, la période commence soixante jours avant la date de la tenue de l'assemblée et se termine vingt et un jours avant.

(2) For the purposes of paragraphs 161(1)(c) and (d) of the Act, the prescribed period is 60 days before the day on which the determination is made.

(2) Pour l'application des alinéas 161(1)c) et d) de la Loi, la période est de soixante jours avant la date de la désignation.

(3) For the purpose of subparagraph 161(2)(b)(i) of the Act, the prescribed period is 10 days.

(3) Pour l'application de l'alinéa 161(2)b) de la Loi, la période est de dix jours.

NOTICE OF MEETING OF MEMBERS

AVIS DE L'ASSEMBLÉE

63. (1) For the purpose of subsection 162(1) of the Act, one or more of the following manners is a prescribed manner of giving notice:

63. (1) Pour l'application du paragraphe 162(1) de la Loi, l'avis est donné aux membres selon une ou plusieurs des méthodes suivantes :

(a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a peri-

a) par la poste, par messenger ou en mains propres, l'avis étant envoyé à tous les membres habiles à voter à l'assemblée au cours de la période commençant

od of 21 to 60 days before the day on which the meeting is to be held;

(b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held;

(c) by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which information respecting the corporation's activities is regularly posted and that is located in a place frequented by members; and

(d) in the case of a corporation that has more than 250 members, by publication

(i) at least once in each of the three weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the members of the corporation reside as shown by their addresses in the register of members, or

(ii) at least once in a publication of the corporation that is sent to all its members, during a period of 21 to 60 days before the day on which the meeting is to be held.

(2) For the purpose of subsection 162(1) of the Act, if the by-laws provide for an electronic means of giving notice, the by-laws shall also set out one or more of the methods set out in paragraphs (1)(a), (c) or (d) as a non-electronic alternative manner of doing so to be used if a member requests that the notice be given by non-electronic means and, despite subsection 162(2) of the Act, if no alternative manner is set out in the by-laws, the corporation shall only send a copy of the notice to members that request a copy.

(3) For the purposes of subsections 162(2) and (3) of the Act, the prescribed period is 21 to 60 days before the day on which the meeting is to be held.

soixante jours avant la date de la tenue de l'assemblée et se terminant vingt et un jours avant;

b) par tout moyen de communication — téléphonique, électronique ou autre —, l'avis étant communiqué à tous les membres habiles à voter à l'assemblée au cours de la période commençant trente-cinq jours avant la date de la tenue de l'assemblée et se terminant vingt et un jours avant;

c) par affichage de l'avis sur un tableau sur lequel les activités de l'organisation sont régulièrement affichées et qui est situé dans un endroit habituellement fréquenté par les membres, au moins trente jours avant la date de la tenue de l'assemblée;

d) si l'organisation compte plus de deux cent cinquante membres, en publiant l'avis, selon le cas :

(i) au moins une fois par semaine au cours des trois semaines précédant la date de la tenue de l'assemblée, dans un ou plusieurs journaux distribués dans les municipalités où résident la majorité des membres de l'organisation, selon le registre des membres,

(ii) au moins une fois au cours de la période commençant soixante jours avant la date de la tenue de l'assemblée et se terminant vingt et un jours avant, dans une publication de l'organisation qui est envoyée à tous les membres.

(2) Pour l'application du paragraphe 162(1) de la Loi, si les règlements administratifs prévoient l'emploi de moyens de communication électroniques en matière d'avis, ils doivent également prévoir l'une ou l'autre des méthodes mentionnées aux alinéas (1)a), c) ou d) pour donner avis à tout membre qui demande que l'avis lui soit donné d'une autre façon. Malgré le paragraphe 162(2) de la Loi, si aucun autre moyen n'est prévu dans les règlements administratifs, l'organisation envoie une copie de l'avis qu'aux seuls membres qui en font la demande.

(3) Pour l'application des paragraphes 162(2) et (3) de la Loi, les avis doivent être envoyés au cours de la période commençant soixante jours avant la date de la te-

(4) For the purpose of subsection 162(7) of the Act, the prescribed period is 31 days.

(5) For the purpose of subsection 162(8) of the Act, the prescribed period is 30 days.

MEMBER PROPOSALS

64. For the purpose of subsection 163(3) of the Act, the prescribed maximum number of words is 500.

65. For the purpose of subsection 163(5) of the Act, the prescribed percentage is five per cent.

66. For the purpose of paragraph 163(6)(a) of the Act, the prescribed period is 90 to 150 days before the anniversary of the previous annual meeting of members.

67. For the purpose of paragraph 163(6)(d) of the Act, the prescribed period is two years.

68. (1) For the purpose of paragraph 163(6)(e) of the Act, the prescribed minimum amount of support is

(a) three per cent of the total number of memberships voted, if the proposal was introduced at one annual meeting of members;

(b) six per cent of the total number of memberships voted at its last submission to members, if the proposal was introduced at two annual meetings of members; and

(c) 10 per cent of the total number of memberships voted at its last submission to members, if the proposal was introduced at three or more annual meetings of members.

(2) For the purpose of paragraph 163(6)(e) of the Act, the prescribed period is five years.

69. For the purpose of subsection 163(8) of the Act, the prescribed period is 21 days.

nue de l'assemblée et se terminant vingt et un jours avant.

(4) Pour l'application du paragraphe 162(7) de la Loi, la période est de trente et un jours.

(5) Pour l'application du paragraphe 162(8) de la Loi, la période est de trente jours.

PROPOSITION D'UN MEMBRE

64. Pour l'application du paragraphe 163(3) de la Loi, le nombre de mots est de 500.

65. Pour l'application du paragraphe 163(5) de la Loi, le pourcentage est de 5 %.

66. Pour l'application de l'alinéa 163(6)a) de la Loi, la période commence cent cinquante jours avant l'expiration d'un an à compter de la dernière assemblée annuelle et se termine quatre-vingt-dix jours avant.

67. Pour l'application de l'alinéa 163(6)d) de la Loi, la période est de deux ans.

68. (1) Pour l'application de l'alinéa 163(6)e) de la Loi, l'appui nécessaire est :

a) de 3 % du nombre total des adhésions dont le droit de vote a été exercé si la proposition a été présentée au cours d'une seule assemblée annuelle des membres;

b) de 6 % du nombre total des adhésions dont le droit de vote a été exercé lors de la dernière présentation de la proposition aux membres si la proposition a été présentée lors de deux assemblées annuelles des membres;

c) de 10 % du nombre total des adhésions dont le droit de vote a été exercé lors de la dernière présentation de la proposition aux membres si la proposition a été présentée lors de trois assemblées annuelles des membres ou plus.

(2) Pour l'application de l'alinéa 163(6)e) de la Loi, la période est de cinq ans.

69. Pour l'application du paragraphe 163(8) de la Loi, le délai est de vingt et un jours.

QUORUM FOR MEETING OF MEMBERS

70. For the purpose of subsection 164(1) of the Act, the quorum for a meeting of members set out in the by-laws shall be a fixed number of members, a percentage of members or a number or percentage of members that is determined or determinable by a formula.

COMMUNICATION FACILITIES FOR MEETING OF MEMBERS

71. (1) For the purpose of subsection 165(3) of the Act, when a vote is to be taken at a meeting of members, the voting may be carried out by means of a telephonic, electronic or other communication facility, if the facility

- (a) enables the votes to be gathered in a manner that permits their subsequent verification; and
- (b) permits the tallied votes to be presented to the corporation without it being possible for the corporation to identify how each member or group of members voted.

(2) For the purpose of subsection 165(4) of the Act, a person who is entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility, if the facility

- (a) enables the vote to be gathered in a manner that permits its subsequent verification; and
- (b) permits the tallied vote to be presented to the corporation without it being possible for the corporation to identify how the person voted.

REQUISITION OF MEETING OF MEMBERS

72. (1) For the purpose of subsection 167(1) of the Act, the prescribed percentage is five per cent.

(2) For the purpose of subsection 167(4) of the Act, the prescribed period is 21 days.

UNANIMOUS MEMBER AGREEMENTS

73. For the purpose of subsection 170(4) of the Act, the prescribed period is 30 days.

QUORUM POUR LES ASSEMBLÉES DES MEMBRES

70. Pour l'application du paragraphe 164(1) de la Loi, le quorum des assemblées fixé par les règlements administratifs doit être un nombre fixe ou un pourcentage des membres, déterminé ou déterminable par formule.

MOYENS DE COMMUNICATION LORS DE L'ASSEMBLÉE

71. (1) Pour l'application du paragraphe 165(3) de la Loi, le vote par tout moyen de communication — téléphonique, électronique ou autre — doit être tenu de manière à ce que :

- a) les votes soient recueillis de façon à ce qu'ils puissent être vérifiés subséquemment;
- b) le résultat du vote puisse être présenté à l'organisation sans qu'il soit possible pour celle-ci de savoir quel a été le vote de chacun des membres ou groupe de membres.

(2) Pour l'application du paragraphe 165(4) de la Loi, toute personne habile à voter à une assemblée peut voter par tout moyen de communication — téléphonique, électronique ou autre —, si le moyen utilisé permet, à la fois :

- a) de recueillir le vote de façon à ce qu'il puisse être vérifié subséquemment;
- b) de présenter le résultat du vote à l'organisation sans qu'il soit possible à celle-ci de savoir quel a été le vote de la personne.

CONVOCATION D'UNE ASSEMBLÉE DES MEMBRES

72. (1) Pour l'application du paragraphe 167(1) de la Loi, le pourcentage est de 5 %.

(2) Pour l'application du paragraphe 167(4) de la Loi, le délai est de vingt et un jours.

CONVENTION UNANIME DES MEMBRES

73. Pour l'application du paragraphe 170(4) de la Loi, le délai est de trente jours.

ABSENTEE VOTING

74. (1) For the purpose of subsection 171(1) of the Act, the prescribed methods of voting are

- (a) voting by proxy in accordance with subsection (2);
- (b) voting by mailed-in ballot if the corporation has a system that
 - (i) enables the votes to be gathered in a manner that permits their subsequent verification, and
 - (ii) permits the tallied votes to be presented to the corporation without it being possible for the corporation to identify how each member voted; and
- (c) voting by means of a telephonic, electronic or other communication facility that
 - (i) enables the votes to be gathered in a manner that permits their subsequent verification, and
 - (ii) permits the tallied votes to be presented to the corporation without it being possible for the corporation to identify how each member voted.

(2) Members not in attendance at a meeting of members may vote by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (b) a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary
 - (i) at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or

VOTE DES MEMBRES ABSENTS

74. (1) Pour l'application du paragraphe 171(1) de la Loi, les méthodes sont les suivantes :

- a) le vote par procuration conformément au paragraphe (2);
- b) le vote par la poste si l'organisation a un système permettant à la fois :
 - (i) de recueillir les votes de façon à ce qu'ils puissent être vérifiés subséquentement,
 - (ii) de présenter le résultat du vote à l'organisation sans qu'il soit possible à celle-ci de savoir quel a été le vote de chaque membre;
- c) le vote par tout moyen de communication — téléphonique, électronique ou autre —, si ce moyen permet, à la fois :
 - (i) de recueillir les votes de façon à ce qu'ils puissent être vérifiés subséquentement,
 - (ii) de présenter le résultat du vote à l'organisation sans qu'il soit possible à celle-ci de savoir quel a été le vote de chaque membre.

(2) Le vote par procuration se fait en nommant par écrit un fondé de pouvoir et, s'il y a lieu, un ou plusieurs suppléants — ces personnes pouvant être membres ou non — pour assister à l'assemblée et y agir dans les limites prévues dans la procuration et sous réserve des exigences suivantes :

- a) la procuration n'est valable que pour l'assemblée visée et toute reprise de celle-ci en cas d'ajournement;
- b) le membre peut la révoquer en déposant un acte écrit signé par lui ou son mandataire :
 - (i) soit au siège de l'organisation au plus tard le dernier jour ouvrable précédant l'assemblée en cause ou la reprise de celle-ci en cas d'ajournement,
 - (ii) soit auprès du président de l'assemblée à la date de l'ouverture ou de la reprise de celle-ci en cas d'ajournement;

- (ii) with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (c) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- (d) if a form of proxy is created by a person other than the member, the form of proxy shall
 - (i) indicate, in bold-face type,
 - (A) the meeting at which it is to be used,
 - (B) that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - (C) instructions on the manner in which the member may appoint the proxyholder,
 - (ii) contain a designated blank space for the date of the signature,
 - (iii) provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - (iv) provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 - (v) provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
- c) au cours d'une assemblée, le fondé de pouvoir ou le suppléant a, en ce qui concerne la participation aux délibérations et le vote par voie de scrutin, les mêmes droits que le membre qui l'a nommé, y compris le droit de s'exprimer lors de l'assemblée à l'égard de toute question, de voter par scrutin et de demander un bulletin de vote; cependant, le fondé de pouvoir ou le suppléant qui a reçu des instructions contradictoires de ses mandants ne peut prendre part à un vote à main levée;
- d) si le formulaire de procuration est créé par une personne autre que le membre, il doit :
 - (i) y être indiqué en caractères gras :
 - (A) à quelle assemblée son utilisation est prévue,
 - (B) que le membre peut nommer un fondé de pouvoir — autre que la personne désignée dans le formulaire de procuration — pour assister à l'assemblée et y agir en son nom,
 - (C) les instructions quant à la façon de nommer ce fondé de pouvoir,
 - (ii) comporter un blanc destiné à la date de signature,
 - (iii) y être prévu un moyen pour permettre aux membres de désigner une personne comme fondé de pouvoir autre que celle désignée dans le formulaire,
 - (iv) y être prévu un moyen pour permettre aux membres d'indiquer si les droits de vote dont sont assorties les adhésions enregistrées en leur nom, pour des questions autres que la nomination d'un expert-comptable ou l'élection d'administrateurs, doivent être exercés affirmativement ou négativement, relativement à chaque question ou groupe de questions connexes mentionnées dans l'avis d'assemblée,
 - (v) y être prévu un moyen pour permettre aux membres d'indiquer si les droits de vote dont sont assorties les adhésions enregistrées en leur nom doivent être exercés ou non lors de la nomination

(vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;

(e) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;

(f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and

(g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting shall contain a specific statement to that effect.

d'un expert-comptable ou de l'élection d'administrateurs,

(vi) porter une mention précisant que les droits de vote dont sont assorties les adhésions représentés par la procuration seront exercés ou non, conformément aux instructions du membre, lors de tout scrutin et que, si le membre indique un choix en vertu des sous-alinéas (iv) ou (v) quant à une question pour laquelle des mesures doivent être prises, les droits de vote dont sont assorties les adhésions s'exerceront en conséquence;

e) le formulaire de procuration peut inclure une déclaration de telle sorte que le membre qui le signe confère des pouvoirs relatifs à des questions pour lesquelles un choix n'est pas prévu au sous-alinéa d)(iv) seulement si ce formulaire énonce en caractères gras comment le fondé de pouvoir exercera les droits de vote dont sont assorties les adhésions en ce qui concerne chaque question ou groupe de questions connexes;

f) lorsque le formulaire de procuration est envoyé par voie électronique, les exigences concernant l'information devant être indiquée en caractères gras sont remplies si l'information apparaît de manière à attirer l'attention du destinataire;

g) le formulaire de procuration qui, une fois signé, a pour effet de conférer un pouvoir discrétionnaire en ce qui concerne la modification des questions mentionnées dans l'avis de l'assemblée ou d'autres questions qui peuvent être régulièrement soumises à l'assemblée doit contenir un énoncé spécifique à cet effet.

PART 5

FINANCIAL DISCLOSURE

GENERAL

75. For the purpose of paragraph 172(1)(a) of the Act, the comparative financial statements, shall, except as otherwise provided by this Part, be prepared in accor-

PARTIE 5

PRÉSENTATION DES RENSEIGNEMENTS D'ORDRE FINANCIER

DISPOSITIONS GÉNÉRALES

75. Pour l'application de l'alinéa 172(1)a) de la Loi, les états financiers comparatifs sont établis, sauf disposition contraire de la présente partie, conformément aux

dance with the generally accepted accounting principles set out in the *Canadian Institute of Chartered Accountants Handbook — Accounting* or the *Canadian Institute of Chartered Accountants Public Sector Accounting Handbook*, as amended from time to time.

76. For the purpose of subsection 174(3) of the Act, the prescribed period is 15 days.

77. For the purpose of subsection 175(1) of the Act, the prescribed period is 21 to 60 days before the day on which an annual meeting of members is held or before the day on which a resolution is signed under section 166 of the Act, as the case may be.

78. (1) For the purpose of paragraph 176(1)(a) of the Act, the prescribed period is 21 days.

(2) For the purpose of paragraph 176(1)(b) of the Act, the prescribed period after the day on which the preceding annual meeting should have been held or a resolution in lieu of the meeting should have been signed is 15 months and the prescribed period after the end of the corporation's preceding financial year is six months.

CONTENTS OF FINANCIAL STATEMENTS

79. (1) For the purpose of paragraph 172(1)(a) of the Act, the prescribed comparative financial statements are the following:

- (a) a statement of financial position or a balance sheet;
- (b) a statement of comprehensive income or a statement of retained earnings;
- (c) a statement of changes in equity or an income statement; and
- (d) a statement of cash flows or a statement of changes in financial position.

(2) The comparative financial statements need not be designated by the names set out in subsection (1).

principes comptables généralement reconnus énoncés dans le *Manuel de l'Institut canadien des comptables agréés — Comptabilité* ou le *Manuel de comptabilité de l'Institut canadien des comptables agréés pour le secteur public*, avec leurs modifications successives.

76. Pour l'application du paragraphe 174(3) de la Loi, le délai est de quinze jours.

77. Pour l'application du paragraphe 175(1) de la Loi, la période commence soixante jours avant la date de la tenue de l'assemblée annuelle ou avant la date de la signature de la résolution mentionnée à l'article 166 de la Loi, selon le cas, et se termine vingt et un jours avant.

78. (1) Pour l'application de l'alinéa 176(1)a) de la Loi, le délai pour l'envoi avant chaque assemblée annuelle est d'au moins vingt et un jours.

(2) Pour l'application de l'alinéa 176(1)b) de la Loi, le délai est de quinze mois et la période est de six mois.

CONTENU DES ÉTATS FINANCIERS

79. (1) Pour l'application de l'alinéa 172(1)a) de la Loi, les états financiers comparatifs sont les suivants :

- a) un état de la situation financière ou un bilan;
- b) un état du résultat global ou un état des bénéfices non répartis;
- c) un état des variations des capitaux propres ou un état des résultats;
- d) un tableau des flux de trésorerie ou un état de l'évolution de la situation financière.

(2) Il n'est pas nécessaire d'utiliser les termes indiqués au paragraphe (1) pour désigner les états financiers comparatifs.

PART 6

PUBLIC ACCOUNTANT

80. (1) For the purpose of paragraph 179(a) of the Act, the prescribed amount is \$50,000.

(2) For the purpose of paragraph 179(b) of the Act, the prescribed amount is \$1,000,000.

81. For the purpose of subsection 185(2) of the Act, the prescribed period is 21 days.

82. (1) For the purpose of subsection 187(2) of the Act, the prescribed period is 10 days.

(2) For the purpose of subsection 187(8) of the Act, the prescribed period is 15 days.

83. (1) For the purposes of subsections 188(1) and 189(2) of the Act, except as otherwise provided by Part 5, a review engagement shall be conducted, and for the purposes of section 191 of the Act, the report following the review engagement shall be prepared, in accordance with the generally accepted auditing standards set out in the *Canadian Institute of Chartered Accountants Handbook — Assurance*, as amended from time to time.

(2) For the purposes of subsections 188(2) and 189(1) of the Act, except as otherwise provided by Part 5, an audit engagement shall be conducted, and for the purposes of section 191 of the Act, the report following the audit engagement shall be prepared in accordance with the generally accepted auditing standards set out in the *Canadian Institute of Chartered Accountants Handbook — Assurance*, as amended from time to time.

84. For the purpose of paragraph 189(2)(a) of the Act, the prescribed amount is \$250,000.

PART 7

FUNDAMENTAL CHANGES

85. (1) Despite subparagraph 207(1)(c)(ii) of the Act, the resolutions approving the amalgamation of a holding

PARTIE 6

EXPERT-COMPTABLE

80. (1) Pour l'application de l'alinéa 179a) de la Loi, le montant est de 50 000 \$.

(2) Pour l'application de l'alinéa 179b) de la Loi, le montant est de 1 000 000 \$.

81. Pour l'application du paragraphe 185(2) de la Loi, le délai est de vingt et un jours.

82. (1) Pour l'application du paragraphe 187(2) de la Loi, l'avis doit être donné au moins dix jours avant la tenue de l'assemblée.

(2) Pour l'application du paragraphe 187(8) de la Loi, le délai est de quinze jours.

83. (1) Pour l'application des paragraphes 188(1) et 189(2) de la Loi, la mission d'examen est effectuée, sauf disposition contraire de la partie 5, conformément aux normes généralement reconnues régissant les missions d'examen énoncées dans le *Manuel de l'Institut canadien des comptables agréés — Certification*, avec ses modifications successives. Pour l'application de l'article 191 de la Loi, le rapport de la mission d'examen est fait conformément à ces mêmes normes.

(2) Pour l'application des paragraphes 188(2) et 189(1) de la Loi, la mission de vérification est effectuée, sauf disposition contraire de la partie 5, conformément aux normes de vérification généralement reconnues énoncées dans le *Manuel de l'Institut canadien des comptables agréés — Certification*, avec ses modifications successives. Pour l'application de l'article 191 de la Loi, le rapport de la mission de vérification est fait conformément à ces mêmes normes.

84. Pour l'application du paragraphe 189(2) de la Loi, le montant est de 250 000 \$.

PARTIE 7

MODIFICATION DE STRUCTURE

85. (1) Malgré le sous-alinéa 207(1)c)(ii) de la Loi, les résolutions par lesquelles est approuvée la fusion

corporation with one or more of its subsidiary corporations may provide that the corporate name set out in the articles of amalgamation is not the same as that set out in the articles of the amalgamating holding company.

(2) Despite subparagraph 207(2)(b)(ii) of the Act, the resolutions approving the amalgamation of two or more wholly-owned subsidiary corporations of the same holding body corporate may provide that the corporate name set out in the articles of amalgamation is not the same as that set out in the articles of the amalgamating subsidiary corporation whose memberships are not cancelled.

86. (1) For the purpose of paragraph 208(3)(a) of the Act, the prescribed amount is \$1,000.

(2) For the purpose of paragraph 208(3)(c) of the Act, the prescribed period is 30 days from the day on which the creditor receives the notice.

87. For the purpose of subsection 212(9) of the Act, the prescribed period is 15 months.

PART 8

RULES OF PROCEDURE FOR APPLICATIONS FOR EXEMPTIONS

APPLICATION

88. This Part applies to applications made under subsections 2(6), 25(1) and (2), 104(3), 160(2), 162(5) and 171(2) and sections 173, 190 and 271 of the Act.

TIME FOR MAKING APPLICATIONS

89. (1) An application under subsection 2(6) or 25(1) or (2) or section 271 of the Act may be made at any time.

(2) An application under

(a) subsection 104(3) of the Act shall be made at least 30 days before the day on which the corporation is required to comply with Part 7 of the Act;

(b) subsection 160(2), 162(5) or 171(2) of the Act shall be made at least 30 days before the day on which

d'une organisation mère avec une ou plusieurs de ses filiales qui sont des organisations peuvent prévoir que les statuts de fusion ne seront pas, en ce qui concerne la dénomination, identiques à ceux de l'organisation mère.

(2) Malgré le sous-alinéa 207(2)b)(ii) de la Loi, les résolutions par lesquelles est approuvée la fusion de filiales qui sont des organisations dont est entièrement propriétaire la même personne morale peuvent prévoir que les statuts de fusion ne seront pas, en ce qui concerne la dénomination, identiques à ceux de la filiale dont les adhésions ne sont pas annulées.

86. (1) Pour l'application de l'alinéa 208(3)a) de la Loi, la somme est de 1 000 \$.

(2) Pour l'application de l'alinéa 208(3)c) de la Loi, le délai est de trente jours à compter de la date où le créancier reçoit l'avis.

87. Pour l'application du paragraphe 212(9) de la Loi, le délai est de quinze mois.

PARTIE 8

RÈGLES DE PROCÉDURE APPLICABLES AUX DEMANDES DE DISPENSE

APPLICATION

88. La présente partie s'applique aux demandes visées aux paragraphes 2(6), 25(1) et (2), 104(3), 160(2), 162(5) et 171(2) et aux articles 173, 190 et 271 de la Loi.

DÉLAI DE PRÉSENTATION DES DEMANDES

89. (1) Les demandes visées aux paragraphes 2(6) et 25(1) et (2) et à l'article 271 de la Loi peuvent être présentées à tout moment.

(2) Les demandes ci-après sont présentées selon les modalités de temps précisées :

a) celle visée au paragraphe 104(3) de la Loi, au moins trente jours avant la date où l'organisation doit se conformer à la partie 7 de la Loi;

b) celle visée aux paragraphes 160(2), 162(5) ou 171(2) de la Loi, au moins trente jours avant la date

the notice referred to in subsection 162(1) of the Act is to be given to the members; and

(c) section 173 or 190 of the Act be made at least 60 days before the documents in respect of which the exemption is requested are to be placed before the members in accordance with subsection 172(1) of the Act.

(3) Despite paragraph (2)(c), the Director shall extend the time for making an application for an exemption if the applicant establishes that no prejudice will result from the extension.

(4) For the purpose of paragraph (2)(b), when a notice referred to in subsection 162(1) of the Act is given to the members by a method set out in paragraph 63(1)(d), the date on which the notice was published for the first time is the date on which the notice is to be given.

GENERAL

90. The Director may request that an applicant for an exemption provide the Director with further information or that any other person provide the Director with information in writing that is relevant to the application.

91. The Director shall give an applicant for an exemption a copy of any information received from any other person under section 90 and shall allow the applicant a reasonable opportunity to respond in writing.

92. If an applicant for an exemption or a person from whom the Director has requested information under section 90 does not provide the information within the time specified by the Director, the Director may examine the application without regard to the information.

PART 9

CANCELLATION OF ARTICLES AND CERTIFICATES

93. (1) For the purpose of subsection 289(1) of the Act, the prescribed circumstances are that

où l'avis mentionné au paragraphe 162(1) de la Loi doit être donné aux membres;

c) celle visée aux articles 173 ou 190 de la Loi, au moins soixante jours avant la date où les documents relatifs à la dispense demandée doivent être présentés aux membres conformément au paragraphe 172(1) de la Loi.

(3) Toutefois, le directeur proroge le délai de présentation de la demande de dispense si le demandeur établit que la prorogation ne causera aucun préjudice.

(4) Pour l'application de l'alinéa (2)b), dans le cas où l'avis mentionné au paragraphe 162(1) de la Loi est donné aux membres au moyen de la méthode prévue à l'alinéa 63(1)d), la date où l'avis doit être donné est celle où l'avis a été publié pour la première fois.

DISPOSITIONS GÉNÉRALES

90. Le directeur peut demander des renseignements supplémentaires au demandeur d'une dispense ou demander à toute autre personne qu'elle lui fournisse, par écrit, des renseignements se rapportant à la demande de dispense.

91. Le directeur fournit au demandeur copie de tout renseignement reçu d'une autre personne aux termes de l'article 90 et lui donne la possibilité de répondre par écrit.

92. Si le demandeur ou la personne à qui des renseignements ont été demandés en vertu de l'article 90 ne les fournit pas dans le délai fixé par le directeur, celui-ci peut examiner la demande sans en tenir compte.

PARTIE 9

ANNULATION DES STATUTS ET DES CERTIFICATS

93. (1) Pour l'application du paragraphe 289(1) de la Loi, les cas sont les suivants :

(a) there is an obvious error in the articles or in the related certificate;

(b) there is an error in the articles or in the related certificate that was made by the Director;

(c) the cancellation of the articles and related certificate is ordered by a court; or

(d) the Director lacked the authority to issue the articles and related certificate.

(2) For the purpose of subsection 289(3) of the Act, the prescribed circumstances are that there is no dispute among the directors or members as to the circumstances of the request for cancellation and

(a) the corporation has not used the articles and related certificate; or

(b) if it has used them, anyone dealing with the corporation on the basis of the articles and related certificate has consented to the cancellation.

PART 10

PRESCRIBED FEES

94. (1) The fee in respect of the receipt, acceptance, examination, issuance or copying of any document or in respect of any action that the Director is required or authorized to take under the Act set out in column 1 of the schedule is the applicable fee set out in column 2.

(2) No fee is payable for the receipt by the Director of an application for the issuance by the Director of

(a) a certificate of amendment issued under section 201 of the Act, if the only purpose of the amendment is to add an English or a French version to a corporation's name, or to change its name as directed by the Director under subsection 13(2) or (3) or 296(6) of the Act; or

(b) a corrected certificate issued under subsection 288(6) of the Act when the correction is required solely as the result of an error made by the Director.

a) une erreur manifeste apparaît dans les statuts ou dans tout certificat afférent;

b) une erreur a été commise par le directeur dans les statuts ou dans tout certificat afférent;

c) un tribunal ordonne l'annulation des statuts ou de tout certificat afférent;

d) le directeur n'avait pas la compétence voulue pour délivrer les statuts et tout certificat afférent.

(2) Pour l'application du paragraphe 289(3) de la Loi, les cas sont ceux où, en l'absence de différend entre les administrateurs ou les membres quant aux circonstances entourant la demande d'annulation :

a) soit l'organisation ne s'est pas prévalu des statuts et des certificats afférents;

b) soit elle s'en est prévalu, et quiconque traite avec elle aux termes des statuts et des certificats afférents a consenti à leur annulation.

PARTIE 10

DROITS

94. (1) Les droits à payer pour la réception, l'acceptation, l'examen, la délivrance ou la reproduction de documents ou pour toute mesure prise par le directeur au titre de la Loi prévue à la colonne 1 de l'annexe sont les droits applicables prévus à la colonne 2.

(2) Aucun droit n'est à payer pour la réception, par le directeur, d'une demande de délivrance de l'un des documents suivants :

a) le certificat de modification prévu à l'article 201 de la Loi, si le seul but de la modification est l'ajout d'une version française ou anglaise à la dénomination ou le changement de dénomination ordonné par le directeur en vertu des paragraphes 13(2) ou (3) ou 296(6) de la Loi;

b) le certificat rectifié prévu au paragraphe 288(6) de la Loi, si la rectification résulte uniquement d'une erreur commise par le directeur.

COMING INTO FORCE

***95.** These Regulations come into force on the day on which subsection 293(1) of the *Canada Not-for-profit Corporations Act*, chapter 23 of the Statutes of Canada, 2009, comes into force.

* [Note: Regulations in force October 17, 2011, *see* SI/2011-87.]

ENTRÉE EN VIGUEUR

***95.** Le présent règlement entre en vigueur à la date d'entrée en vigueur du paragraphe 293(1) de la *Loi canadienne sur les organisations à but non lucratif*, chapitre 23 des Lois du Canada (2009).

* [Note: Règlement en vigueur le 17 octobre 2011, *voir* TR/2011-87.]

SCHEDULE
(Subsection 94(1))

FEES

Item	Column 1 Receipt, Acceptance, Examination, Issuance or Copying of any Document or Action taken by the Director under the <i>Canada Not-for-profit Corporations Act</i>	Column 2 Fee \$
1.	Receipt of an application by the Director for the issuance of the following documents:	
	(a) a certificate of incorporation under section 9 of the Act	
	(i) if the application is made using Industry Canada's online incorporation feature	200
	(ii) if the application is made using any other means	250
	(b) a certificate of amendment under section 201 or subsection 215(5) of the Act	200
	(c) a restated certificate of incorporation under subsection 203(3) of the Act (unless issued with a certificate of amendment)	50
	(d) a certificate of amalgamation under subsection 208(4) of the Act	200
	(e) a certificate of continuance under subsection 211(5) of the Act (unless subsection 212(10) of the Act applies)	200
	(f) a document evidencing satisfaction of the Director, as required under subsection 213(1) of the Act	200
	(g) a certificate of arrangement under subsection 216(6) of the Act	200
	(h) a certificate of revival under subsection 219(3) of the Act	200
	(i) a certificate of revocation of intent to dissolve under subsection 221(11) of the Act	50
	(j) a corrected certificate under subsection 288(6) of the Act	200
2.	Receipt by the Director of an application for issuance of a certificate of compliance or a certificate of existence under section 290 of the Act	10
3.	Receipt by the Director of an annual return sent under section 278 of the Act	
	(a) if the annual return is filed using Industry Canada's online incorporation feature	20
	(b) if the annual return is filed using any other means	40
4.	Receipt by the Director of an application for exemption under subsection 2(6), 25(1) or (2), 104(3) or 171(2) or section 173 or 271 of the Act	250
5.	Provision by the Director of copies or extracts of documents under subsection 279(2) of the Act	1 per page

ANNEXE
(paragraphe 94(1))

DROITS

Article	Colonne 1 Réception, acceptation, examen, délivrance ou reproduction de documents et mesure prise par le directeur au titre de la <i>Loi canadienne sur les organisations à but non lucratif</i>	Colonne 2 Droits (\$)
1.	Réception, par le directeur, d'une demande de délivrance de l'un des documents suivants :	
	a) le certificat de constitution prévu à l'article 9 de la Loi :	
	(i) si la demande est acheminée à l'aide du service en ligne d'Industrie Canada	200
	(ii) si la demande est acheminée par tout autre moyen	250
	b) le certificat de modification prévu à l'article 201 ou au paragraphe 215(5) de la Loi	200
	c) le certificat de constitution à jour prévu au paragraphe 203(3) de la Loi (sauf s'il est délivré avec un certificat de modification)	50
	d) le certificat de fusion prévu au paragraphe 208(4) de la Loi	200
	e) le certificat de prorogation prévu au paragraphe 211(5) de la Loi (sauf si le paragraphe 212(10) de la Loi s'applique)	200
	f) le document attestant la conviction du directeur, exigée par le paragraphe 213(1) de la Loi	200
	g) le certificat d'arrangement prévu au paragraphe 216(6) de la Loi	200
	h) le certificat de reconstitution prévu au paragraphe 219(3) de la Loi	200
	i) le certificat de renonciation à la dissolution prévu au paragraphe 221(11) de la Loi	50
	j) le certificat rectifié prévu au paragraphe 288(6) de la Loi	200
2.	Réception, par le directeur, d'une demande de délivrance de certificat de conformité ou de certificat d'attestation d'existence prévus à l'article 290 de la Loi	10
3.	Réception, par le directeur, du rapport annuel envoyé en vertu de l'article 278 de la Loi :	
	a) si le rapport annuel est acheminé à l'aide du service en ligne d'Industrie Canada	20
	b) si le rapport annuel est acheminé par tout autre moyen	40
4.	Réception, par le directeur, d'une demande prévue aux paragraphes 2(6), 25(1) ou (2), 104(3) ou 171(2) ou aux articles 173 ou 271 de la Loi	250
5.	Fourniture, par le directeur, de copies ou d'extraits de documents conformément au paragraphe 279(2) de la Loi	1 par page

Column 1		Column 2	Colonne 1		Colonne 2
Receipt, Acceptance, Examination, Issuance or Copying of any Document or Action taken by the Director under the <i>Canada Not-for-profit Corporations Act</i>		Fee \$	Réception, acceptation, examen, délivrance ou reproduction de documents et mesure prise par le directeur au titre de la <i>Loi canadienne sur les organisations à but non lucratif</i>		Droits (\$)
Item			Article		
6.	Provision by the Director of certified copies of documents under subsection 279(2) of the Act, per document	35	6.	Certification, par le directeur, de copies de documents conformément au paragraphe 279(2) de la Loi, par document	35